



Invitation to the 2021 Annual General Meeting (AGM) Cho Thavee Public Company Limited

On Wednesday, April 21st, 2021 at 2.00 PM
at Ballroom, the 2nd floor, The Emerald Hotel,
Ratchada Phisek Road, Khwaeng Din Dang, Khet Din Dang, Bangkok

Registration starts at 12.00 pm.
For your convenience, please present your register form with
barcode to official staffs at the meeting.

In case of delegations, please bring the proxy letter with your ID.

***No tokens to be given: In order to comply with the policy on transparency and the campaign of The Securities and Exchange Commission, souvenir is no longer available to all shareholders and proxies since 2015. However, the Company will still provide a coffee break to shareholders or their proxies who attend the Meeting.

Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19) Measures to prevent COVID-19 infection at the Annual General Meeting of Shareholders for 2020

Out of concern for the health of all the shareholders who will attend the AGM, and to support the measures of the Department of Disease Control Regarding the risk of COVID-19 infection, the Company will set up a screening point at the entrance to the meeting room to check every attendee's body temperature. The Company reserves the right to deny entry to anyone with a temperature of 37.5 degrees Celsius or higher, anyone showing symptoms of fever, or anyone who has returned from a high-risk country less than 14 days before the meeting. However, every shareholder has the right to vote by proxy by assigning an independent director to vote on his or her behalf. Questions for each agenda item can be submitted in advance as usual.

The Company requests that everyone who is admitted to the Annual General Meeting of Shareholders for 2020 follow these recommendations:

- Wear a facemask at all times.
- Wash your hands often with soap or hand sanitizer.
- Avoid touching your eyes, nose and lips with unwashed hands.
- Avoid sharing personal items with others.
- Leave the meeting immediately if you develop a fever, cough, runny nose, sore throat or breathing difficulties.

Your kind cooperation will be very much appreciated and in the best interests of all the

Content

		Page
	Invitation to the 2021 Annual General Meeting (AGM)	1-7
Enclosures 1	A copy of the minutes of the 2020 Annual General Meeting of Shareholders (For agenda 1)	8-31
Enclosures 2	A 2020 Annual report included company and its subsidiary financial statement ended 31 st December, 2020 and A 2020 Sustainability Report by QR-Code (For agenda 2)	32
Enclosures 3	A detail of Dividend payment. (For agenda 4)	33
Enclosures 4	Brief personal profiles of nominated candidate's director. (For agenda 5)	34-37
Enclosures 5	Definition of Independent Director. (For agenda 5)	38
Enclosures 6	Information of the Board of Directors' remuneration for 2021 In comparison with 2020 (For agenda 6)	39
Enclosures 7	Detail of auditor for 2021 and audit fee. (For agenda 7)	40
Enclosures 8	A summary of articles of association relevant to the meeting.	41-43
Enclosures 9	Terms, conditions and method of practice in attending the meeting, proxy and voting.	44-46
Enclosures 10	Information on independent directors who are the proxies in the 2021 AGM.	47-49
Enclosures 12	The request form of 2020 Annual Report and/or A 2020 Sustainability Report (Printed).	50
Enclosures 13	Location Map for Shareholder's Meeting Venue The Emerald Hotel, Bangkok	51

Remark:

The Company sent these documents separate from the Invitation following;

Enclosures 11 A proxy statement (A, B and C Forms)

Enclosures 14 Registration form necessary for attend the meeting

April 5, 2021

Subject Invitation to the 2021 Annual General Meeting of Shareholders (AGM2021) on April 21, 2021

Attention Shareholders

Enclosures:

1. A copy of the minutes of the 2020 Annual General Meeting of Shareholders on October 21, 2020. (for agenda 1)
2. The 2020 annual report included the Company and its subsidiaries financial statements fiscal year ended December 31, 2020 and Auditor's Opinion in form of QR Code (for agenda 2)
3. Details of Dividend Payment. (for agenda 4)
4. Brief personal profiles of nominated director candidates. (for agenda 5)
5. Definition of Independent Director. (for agenda 5)
6. Information of the Board of Directors' remuneration for 2021 in comparison with 2020. (for agenda 6)
7. Details of auditor for year 2021 and audit fee. (for agenda 7)
8. A summary of Articles of Association relevant to the Meeting.
9. Terms, conditions and methods of practice in attending the Meeting, proxy and voting.
10. Information of the Independent Directors who are the proxies in AGM2021.
11. A proxy statement (A, B and C Forms).
12. The request form of printed 2020 Annual Report and/or printed 2020 Sustainability Report.
13. Location Map for Shareholders' Meeting Venue: The Emerald Hotel, Bangkok.
14. Registration form necessary for attending the Meeting.

Referring to the Board of Directors' Meeting of Cho Thavee Public Company Limited No.2/2021 on February 24, 2021 resolved to call the AGM2021 on April 21, 2021 at 2.00 p.m. at Ballroom, the 2nd floor, the Emerald Hotel, Ratchadapisek Road, Khwaeng Din Daeng, Khet Din Daeng, Bangkok (Map in the enclosure 13) to consider various matters according to the agendas as follows:

Agenda 1 Consideration to approve the Minutes of the Annual General Meeting ("AGM") 2020 which held on October 21, 2020.

Facts and Rationales: The Company held the 2020 Annual General Meeting of Shareholders ("AGM2020") on October 21, 2020 and a copy of the minutes of the Meeting enclosed along with this invitation letter (as per enclosure 1).

Opinion of the Board: The Board proposed that the minutes was correct and complete. Therefore, the Board proposed that the shareholders should approve the minutes of AGM2020.

Conditions of resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 2 Acknowledgement of the Company's 2020 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2020 and acknowledgment of the auditor's report

Facts and Rationales: The Company and its subsidiaries' financial statements for the fiscal year ended 31 December 2020 reported a total revenue of 647.96 million Baht, net loss for equity holder of 238.74 million Baht. The Board has prepared the Company and its subsidiaries' audited financial statements fiscal year ended December 31, 2020 for an approval from the Meeting according to Section 112 of the Public Company Limited Act B.E.2535 (as per enclosure 2).

Opinion of the Board: The Board proposed that the shareholders should acknowledge the 2020 performance and should approve the Financial Statements of the company and its subsidiaries ended December 31, 2020 which audited by the authorized auditor and opinioned by the audit committee.

Condition of Resolution: A resolution under this agenda can be passed with by majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 3 Consideration to approve for the no allotment of net profit for the year 2020 as legal reserve.

Facts and Rationales: According to the Public Company Limited Act B.E.2535 and Company's Articles of Association, the Company has to allocation net profit not less than five (5) percent of the annual net profit, subtract beginning retained loss (if any), until the legal reserve not less than 10 percent of the registered capital.

Opinion of the Board: The Board had proposed that the shareholders should approve the no allotment of net profit for the year 2020 as legal reserve because the 2020 operating performance had net loss as stated in the separate financial statements.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 4 Consideration to approve the omission of dividend payment for the year 2020.

Facts and Rationales: According to the Public Company Limited Act B.E.2535 and Company's Articles of Association, the Board has to propose to pay or omit of dividend to shareholders for approve every year. In case there was the deficit, the Company cannot made the dividend payment.

Opinion of the Board: The Board had proposed that the shareholders should approve the omission of dividend payment for the year 2020. Because the 2020 operating performance had net loss and had retained loss (deficit) as stated in the separate financial statements ended December 31, 2020 which mean the Company cannot pay dividend.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 5 Consideration to approve of the re-election of Directors to replace those retirements by rotation.

Facts and Rationales: According to the Section 71 of the Public Company Limited Act B.E.2535 and the Company's Articles of Association clause 19, at every AGM, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for. In the 1st and 2nd year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire. The directors retiring by rotation shall be re-elected again.

There are 2 retiring directors by rotation this year as follows:

1. Mr. Suradech Taweesaengsakulthai Director / Boards' Secretary/
Chairman of Executive Committee /
President and Chief Executive Officer
2. Mr. Anusorn Tamajai Independent Director and Chairman of
Audit Committee

The criteria for selection of persons to be appointed as a director was considered together by the meeting of Corporate Governance, Risk Management, Nomination and Remuneration Committee, No. 1/2021, held on January 20, 2021, through the Company's Board of Directors. The selected individuals are eligible according to the Public Company Limited Act B. E. 2535 and the related announcement of Securities and Exchange Commission and Capital Market Commission and the Stock Exchange of Thailand. The Company announced a shareholders' invitation to nominate qualified candidates for directorship on the Company's website, <https://investor.cho.co.th/th/downloads/shareholders-meeting> from December 1, 2020 to January 25, 2021; subject shareholders' invitation to propose items for the

AGM agenda, and nominate qualified candidates for directorship for the Board to consider. Despite the invitation, no candidates were proposed. According to Company Articles of Association clause 19, the retired director can be re-electing to serve for another term. The Board has considered that the person who is nominated to be an independent director will be able to give independent opinions and is accordance with relevant regulations. The Board deemed it appropriate to propose to AGM to approve the re-election of directors to replace those retired by rotation namely:

1. Mr. Suradech Taweesaengsakulthai be re-elected for another term
2. Mr. Anusorn Tamajai be re-elected for another term

The details of age, years of directorship, proportion of shares holding, educational background, work experience, directorship or management at other company(-ies), attendance of Board of Directors' Meeting are in enclosure 4, and definition of independent director according to Capital Market Commission regulation is in enclosure 5.

Opinion of the Board: The Board (not including the beneficial directors for this matter) considered according to the opinion of the committees of Corporate Governance, Risk Management, Nomination and Compensation and agreed that the retired directors were qualified according to the Section 68 of Public Company Limited Acts B.E.2535. They were expertise and experience for the Company benefits also, a suitable qualification for the company's business operation. In addition, they did not hold a position as a director / an executive in other businesses that may cause a conflict of interest or a business competition with the company. In addition, the Company's director namely Mr. Anusorn Tamajai would have served as an independent director for more than 9 years if had been appointed this term. (He has been an independent director of the Company since October 12, 2012), but the Board of Directors believed that he performed his duties in accordance with Section 89/7 of the Securities and Exchange Acts B.E.2535 and had the qualifications of an independent director. Since he was appointed as a director, he has no conflict of interest and he always made decisions on various agendas for the best interest of the Company and shareholders. Maintaining the competent independent directors with the Company resulting in the utmost benefits and saving costs in recruitment of new independent director that are suitable for the Company. The Board proposed that the shareholders should approve the appointment of 2 retired directors to serve as directors for another term with the positions as before as following details:

1. Mr. Suradech Taweesaengsakulthai Director, Boards' Secretary,
Chairman of Executive Committee,
President and Chief Executive Officer
2. Mr. Anusorn Tamajai Independent Director and Chairman of
Audit Committee

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 6 Consideration to approve of the 2021 remuneration of Directors.

Facts and Rationales: According to the meeting resolutions of the Corporate Governance, Risk Management, Nomination and Remuneration Committee, No. 1/ 2021, held on January 20, 2021, the Company's Board of Directors reached a consensus on proposing to the Meeting to consider approving the 2021 Company's remuneration of directors, Audit Committee, Corporate Governance, Risk Management, Nomination and Remuneration Committee at the same amount as 2020.

Opinion of the board: The Board considered according to the opinion of the committees of Corporate Governance, Risk Management, Nomination and Compensation who agreed to propose the agenda to shareholders for approval of the 2021 annual remuneration

for the Board, the Audit Committee, and Corporate Governance, Risk Management, Nomination and Compensation Committee, including of meeting attendance fee for the Board, the Audit Committee, and Corporate Governance, Risk Management, Nomination and Compensation Committee and the monthly compensation only for the Audit Committee, with the total attendance fee not exceeding 1,700,000 Baht per year. Excluding health expenses, transportation expenses for attending the Board of Directors' Meeting, and the bonus for the committees which calculated from net profit after deducting legal reserves and others reserves with total amount not exceeding 4,000,000 Baht (in case of the Company had profit in separate financial statements). The allocation of the Boards' bonus will be authorized to the chairwoman and consider as appropriate. Details are included in enclosure 6.

Condition of Resolution: A resolution under this agenda can be passed by the vote of not less than two-thirds (2/3) of the total votes of the shareholders who attend the Meeting.

Agenda 7 Consideration to approve appointments of auditors and set audit fees for the year 2021.

Facts and Rationales: According to the Section 120 of the Public Company Limited Act B.E.2535, AGM has to appoint an auditor and consider the audit fees every year. The announcement of Securities and Exchange Commission no.TorChor. 75/2561 (and amend revision) requires the Company to rotate auditor who provide service for the Company for 7 fiscal years even in consecutively or not.

Opinion of the board: The Audit Committee has considered that KPMG Phoomchai Audit Limited being the Company's auditor less than 7 fiscal years and be independent, has knowledge and understanding well in the Company's businesses. The Audit Committee has considered to propose the AGM2021 for the appointment of Mr.Waiyawat Korsamarnchaiyakij, CPA registration no.6333 and/or Miss Bongkot Amsageam, CPA registration no.6384 and/or Miss Nawarat Nitikeatipong, CPA registration no.7789, on behalf of KPMG Phoomchai Audit Limited as the Company's auditor. One of the said auditors will perform the duty in auditing and express the opinions on the Company's financial statements. In the case that the aforementioned auditors are unable to perform the service, KPMG Phoomchai Audit Limited is required to provide qualified person from KPMG Phoomchai Audit Limited to perform the service instead. The Audit fees of the Company not exceeding 2,910,000 Baht per year. Totally audit fees for the group not exceeding 3,660,000 Baht per year. Details are provided in enclosure 7.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

Agenda 8 Consideration to approve the amendment of Company's objectives and approval of the amendment of Memorandum of Association clause 3.

Facts and Rationales: According to the Public Company Limited Act B.E.2535 and the Company's Articles of Association, the amendment of the Company's objectives, must be approved by the Shareholders' Meeting.

Opinion of the board: The Board had proposed that the shareholders should approve the amendment of the Company's objective, clause 63 – 70 for clear, specificity and/ or clear for using to job offers, job auctions, etc. The various purposes defined in a broad sense although there covered the business, needed to interpret, and/ or add alternatives for the business in the future. Details are as follows:

Clause 63: Business of hire, being hire, procurement, management, consultancy, research, development, data collection, design, manufacture, installation, assembly, modification, dealer, purchase, rent, lease, hire-purchase, repair, maintenance, import, export, or any other businesses related car or vehicle driven by the fuel oil or natural gas or electrical systems and equipment, components, parts and all kinds of spare parts of all types for Ground Support Equipment such as Catering Hi-Loader

Truck, Medical Hi-lifts Truck, Cabin Cleaning Hi-Loader Truck, Maintenance Platforms Truck, Lavatory Service truck, Boarding Bridge Testing Vehicle, Potable Water Service Truck, Passenger Stairs Truck, Baggage carts, Aircon units, Conveyor belts, Air-starter units Truck and/or other vehicle for Ground Support.

Clause 64: Business of hire, being hire, procurement, management, consultancy, research, development, data collection, production, design, installation, assembly, modification, dealers, purchase, rent, lease, hire-purchase, hire-purchase, repair, maintenance, import, export, construction, civil and structural works or any other businesses related to trains, electrical trains, light rail passenger transport model TRAM or various types and Transit Oriented Development of government agencies, state-owned enterprises, local government organizations, juristic persons or private entities.

Clause 65: Business of hire, employment with the transportation Operation Maintenance & Services of light rail passenger transport model TRAM or various types and Transit Oriented Development of government agencies, state-owned enterprises, local government organizations, juristic persons or private entities.

Clause 66: Business of Smart Farm or smart agriculture to support farmers and entrepreneurs by using agricultural innovations, new smart farming, high precision agriculture, agricultural technology transfer or give advice, consult Information for making a decision to adopt a smart farm system, consisting of lifting plant houses, elevated soil, planting seedlings, IoT control system via a mobile application to make efficiency. To lead to increased productivity and develop sustainable agricultural sector in the future, ability to manage factors of production, labor, cost, production and marketing, can be linked to production with marketing for sales of products, have sorting rooms, clean rooms, cold storage and transportation to consumers. As well as being Zero Waste management, able to access to information sources from both government officials and through the information technology system and other communication sources.

Clause 67: Research and development, production of tools or materials on demand for commercial objectives such as welding robots, etc.

Clause 68: Business of fire, employment, procurement, management, consultation, research, development, data collection, dealer, import, export, service and operation of electric cars that use electricity as power source to drive such as electric cars, Battery Electric Vehicles (BEV), electric taxi prototype, electric van, electric bus, electric truck. battery electric truck, Electric buses any other vehicle. As well as all types of general electric vehicles to be able to use and continue to commercialize of Electric vehicle industry, providing quality products with integrated services and solutions. Including procurement of electric vehicle parts, spare part, trading and distribute electric vehicles.

Clause 69: Participating in investing in establishing a company or in any other form such as Take Over, Mergers and Acquisitions (M&A).

Clause 70: To engage in the business of research and development, cultivation and plants/natural ingredients extraction, Research innovation and develop extracts, Purchase of raw materials, agent, import-export of materials, equipment, tools, machines, substances, ingredients or possessing a commercial production for distribution of substances obtained from the extraction. Including the development of the extraction process, Produce active various drugs or pharmaceutical raw materials, Design of food supplements, beverages, processing, health products or create value added products to serve customer needs, Submitting a license to set up an extraction plant, obtaining a cultivation permit, production permit, obtaining GMP quality certification as well as gathering knowledge on plants houses,

cultivation plots, soil recipes, and related control systems for both domestic and foreign customers.

Also propose to amend of Clause 3 of the Company's Memorandum of Association to align with the changing of Company's objectives. The article states "Clause 3. The Company's objectives contain 70 items as per BorMorChor 002 attached herewith". Therefore, the assigned person by the Company shall register and amend to Memorandum of Association at Ministry of Commerce and Department of Business Development, and authorized to revise details as the Registrar opinion.

Condition of Resolution: A resolution under this agenda can be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders who attend the Meeting and have the right to vote.

Agenda 9 Other matters (if any)

Opinion of the Board: The Company has gave the opportunity to opened room for shareholders to propose additional agendas aside from the AGM agendas at the Company website www.cho.co.th during December 1, 2020 to January 25, 2021. It was found that there was no advanced agendas nor questions proposed.

Hereby, according to the Public Companies Limited Acts B.E.2535, section 105, second paragraph, Shareholder(s); hold shares not less than 1/3 of paid-up shares, could demands for consideration other agendas which not specify in the meeting invitation letter. The Board agreed to add these agendas for shareholder's opportunity who wish to consider other agendas for the AGM beside the Board proposed.

Furthermore, the Company designated the record date to collect names of the shareholders' eligible to attend the AGM2021 on March 11, 2021.

The Company would like to invite the shareholders to attend the Meeting according to the date, time and venue. The Company will open for shareholders to register from 12:00 p.m. Shareholders who attend the Meeting in person, please bring your registration documents as per the enclosure 14 to retain the rights to attend the Meeting. However, please be noticed and follow the procedure of AGM2021 in order to avoid and protect the COVID-19. The Company will announce the procedure later or at the Meeting venue as updating by the Department of Disease Control, Ministry of Public Health, or other related bureaus.

In the event that shareholders cannot attend the Meeting in person, shareholders can appoint a proxy to attend it according to either proxy statement form A or B (custodian use only form C) as per enclosure 11.

However, the Company recommends using the proxy statement in Form B that specifies the various items to give authorization clearly. Shareholders may appoint an independent director, or other persons as specified in the Form B to attend the Meeting and voting on the shareholders' behalf. Nevertheless, the Company had send details of the independent directors according to the enclosure 10. In the case of appointing an independent director as a proxy, please send the proxy statement to Ms. Yinghathai Ponphangnga by Facsimile number 0 4304 3899 or 0 2973 4385 or e-mail address: yinghathai@cho.co.th or mail to the address of the Company, with at least 3 days before the Meeting. In the case of sending by fax or e-mail, please deliver the original of the proxy statement by postal mail to the Company address (inquire additional information to Ms. Yinghathai Ponphangnga, Tel. 0 4304 3880-90 Ext. 1112, mobile phone 081-670-1913).

For your benefit and to fully protect the Shareholders' rights, please send us your inquiries/questions regarding the Meeting and agenda items prior to the Meeting date at e-mail address: yinghathai@cho.co.th or phone at 0 4304 3880-90 Ext. 1112 or Fax. 0 4304 3899 or 0 2973 4385, please provide your contact name and address, the Company would collect the queries for explanation in AGM2021 accordingly.

Please be informed accordingly and highly appreciate for your attendance of the Meeting on the date, time and venue as prior stated.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Phenphimol Vejvarut'.

(Ms. Phenphimol Vejvarut)
Chairperson
Cho Thavee Public Company Limited

Remarks

1. The Company has posted this "Invitation to Attend the Annual General Meeting of Shareholders for the year 2021", including all attachments and proxy forms on the Company's website (www.cho.co.th).
2. The 2020 Annual Report and 2020 Sustainability Report by QR Code were enclosed with the Invitation of the Meeting as per the enclosure 2. If any Shareholder requires a printed copy, please fill in the Requisition Form as per the enclosure 12, and send it to Ms. Yinghathai Ponphangnga by Fax number 0 4304 3899 or 0 2973 4385 or e-mail address: yinghathai@cho.co.th or postal mail to the address of the Company.

**Minutes of the 2020 Annual General Meeting of Shareholders (AGM)****Cho Thavee Public Company Limited****Date Time and Venue of the Meeting**

The 2019 Annual General Meeting of Shareholders (AGM) was held on Wednesday 21st October 2020 from 2.00 p.m. at Petchchompoo room, the 3rd floor of The Emerald Hotel, Ratchadapisek Road, Din Daeng Sub-District, Din Daeng District, Bangkok 10400.

List of the Directors Participating in the Meeting

There were 7 out of 7 directors who attended the Annual General Meeting, equaling to 100 percent of the total directors. The name list of the directors attending the Meeting is as follows:

- | | | | |
|----|----------------|---------------------|--|
| 1. | Ms. Phenphimol | Vejarut | Chairman of the Board of Directors |
| 2. | Mr. Anusorn | Tamajai | Independent Director and Chairman of the Audit Committee |
| 3. | Mr. Asa | Prateepasen | Independent Director, Audit Committee and Corporate Governance, Risk Management, Nomination and Compensation Committee |
| 4. | Mr. Chatchawan | Triamvicharnkul | Independent Director, Audit Committee and Chairman of the Corporate Governance, Risk Management, Nomination and Compensation Committee |
| 5. | Mr. Suradech | Taweesaengsakulthai | Director, Secretary to the Board of Directors, Chairman of Executive Director, President and Chief Executive Officer |
| 6. | Ms. Asana | Taweesaengsakulthai | Director |
| 7. | Mr. Siriwat | Taweesaengsakulthai | Director, Corporate Governance, Risk Management, Nomination and Compensation Committee, and advisor to CSR Committee |

Preliminary Proceeding

The moderator introduced each member of the Board of Directors and the Executive Directors participating in the meeting as follows:

- | | | | |
|----|-----------------|----------------|--|
| 1. | Mr. Narong | Ongartmaneerut | Executive Director Senior Executive / Vice President / Deputy CEO |
| 2. | Mr. Nititorn | Deeumpai | Executive Director / Executive Vice President / Chief Financial Officer |
| 3. | Mr. Sakarin | Unnim | Executive Director / Executive Vice President / Chief Marketing Officer - Domestic |
| 4. | Mr. Sven Markus | Gaber | Executive Director / Executive Vice President / Chief Marketing Officer – Overseas |
| 5. | Mr. Apichai | Chumsri | Executive Director Executive Vice President / Chief Risk |



- | | | | |
|----|---------------|----------|--|
| 6. | Mr. Prasobsuk | Boonkwan | Management Officer
Executive Director Executive Vice President / Chief
Business Development Officer - Domestic |
| 7. | Mr. Phard | Pimrin | Executive Director / Executive Vice President / Chief
Information Officer |

The moderator informed the shareholders that there were Financial Advisor's representatives, Mr. Suphol Kaploydee from Asset Pro Management Company Limited, the company and its subsidiary's Auditors, Mr. Waiyawat Kosamarnchaiyakij, Miss. Bongkot Amsageam and Mr. Nutthaphol Rungsakhon from KPMG Phoomchai Audit Limited, Independent Financial Advisor, Mr. Chosit Dejwanichyanumat, Miss Jane Jira Lek Vijitthada and Ms. Nuchanee Niratit Yangkoon from Siam Alpha Capital Company Limited, Representative of Independent Legal Counsel from Krungthai Law Company Limited, Mrs. Chantima Pienvej, and the Company's Legal Officers, Mr. Nattaporn Muengjantra, attending the Meeting to answer shareholders' questions. After that, the moderator informed the shareholders about of the Meeting's details, and the vote casting procedures according to Clause 37 and Clause 39 of the Company's Article of Association, voting method, vote counting and notification of the vote results for each agenda item of the Meeting.

The moderator informed the Meeting details and voting procedures as follows:

Clause 37 of the Company's Article of Association

At the Meeting of Shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) or not less than one half of the total number of shareholders and shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the event at any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting, number of shareholders present is insufficient to form a quorum under the paragraph one; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not fewer than seven (7) days in advance of the date of the meeting. In the subsequent no quorum is required.

Clause 39 of the Company's Article of Association

In voting at the meeting of shareholders, one share is regarded as one vote. Any shareholder who has a special interest in any matter shall have no right to vote on such matter, except in the election of directors. A resolution of the meeting of shareholders shall be supported by votes as follows:

1. In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the presiding member shall have the casting vote.
2. In case as follows; by a vote not less than three-fourths (3/4) of the total vote of the shareholders who attend the meeting and have the right to vote:
 - a. the sale or transfer of business of the company, in whole or in essential part, to other persons;



- b. the purchase or acceptance of transfer of business of private companies or other public companies by the company;
- c. entering into, amending, or terminate a lease of business of the company in whole or in essential part; entrusting other person with management of the company; or amalgamating business with other persons with the objective to share profit and loss;
- d. amending the memorandum of association or article of association of the company;
- e. increasing or decreasing the company's registered capital;
- f. dissolving the company;
- g. issuing the company's debentures;
- h. merging the company's business with the other company

In addition, the company clarified to the meeting for understanding of meeting rule, vote casting, vote counting, and voting calculation method, to comply with the good governance principle in terms of voting during the meeting as follows:

Voting Method

- Shareholders and proxies shall consider to vote on each agenda item according to the agenda item proposed by the Chairman, by voting "agree or disagree or no voting with signature" signed in the ballot given to shareholders at the registration point.
- For the voting in each agenda item, shareholders has a vote equal to the number of share held by themselves, one share equal to one vote, the vote cannot be divided by share unless in case of the overseas shareholders who appoint custodian in Thailand for deposit and care of share, can vote for agree, disagree or no voting at the same time in each agenda item, the vote to be casted equal to shares held by shareholders.

Vote counting

- The Chairman requested the shareholders to vote only for Disagree or No Voting, by hand raising, the company's staff positioning at left and right side of shareholders shall collect the ballot for voting summary, and it shall be proposed to the Chairman to inform the meeting afterwards.
- The company shall not collect the ballot with "Agree"
- The company hereby uses the method of deduction the vote "Disagree" and "No Voting" from the total votes participating the meeting, the remaining deemed as Agree for each agenda item.
- The vote casting of this meeting is an open voting, not a secret voting.
- The following vote shall be considered as void:
 1. A ballot having more than one marks
 2. A ballot is cast by conflict intention
 3. A crossed out ballot without signature signed
 4. A ballot is cast by vote over existing votes



5. A ballot without any vote
- In case of shareholders intend to amend the vote, the cancelled mark shall be crossed out with signature every time.
 - For shareholders wishing to leave early or not attend the meeting room in any agenda, the shareholders can exercise their right by hand in the ballot to the company staff in advance before leaving the meeting room.
 - The number of vote in each agenda may not be equal because the shareholders and the proxies attend the meeting room gradually, the number of participant in each agenda may not be equal.

The agenda item 1-5, 7 shall be approved by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation. If there are equal votes, the Chairman shall cast additional vote as a casting vote. The agenda item 6 must be approved by the majority vote of not less than 2/3 (two-thirds) of the total vote of shareholders attending the meeting. The agenda item 8-10 must be approved by the majority vote of not less than 3/4 (three-fourth) of the total vote of shareholders attending the meeting and has the right to votes. In Agenda 8, if the Meeting approves this agenda, Agenda 9 has to be considered as consequences agenda.

The Meeting Commenced

Ms. Phenphimol Vejvarut, Chairman of the Board (“Chairman”), presiding over the meeting opened the meeting and welcomed all shareholders and proxies.

“The shareholders participate the Meeting at the moment in an amount of 131 persons, representing 784,008,430 shares or 59.31 percent of the total number of shares sold, consisting of 57 shareholders present in person and 74 proxies, regarding as having a quorum according to the law and the Company’ s Article of Association. May I commence the meeting at 02.15 p.m., and please to inform the shareholders, on behalf of the company’s Board of Directors, Executives and all Officers, that we would like to thank you for your trustworthiness to invest in our company with sacrificing your time to attend the meeting. I would like to inform you that Cho Thavee is the organization that conducts business by improve innovation along with seeking business opportunities in order to accommodate various situations as "strong-brave-different ". This is a good opportunity to explain about the Company's performance with the Company's future business solution to all shareholders and proxies acknowledged for the goal of walking together Stable and sustainable.

The Chairman assigned Miss Wimwipa Sriprae to be the meeting moderator (“The Moderator”), and Mr. Suradech Taweesaengsakulthai Director, Secretary to Board of Directors, President and Chief Executive Officer, to be the information giver and respond to questions.

The moderator informed the shareholders that to ensure the transparency of the vote counting, the company invited the representative from shareholders at least 1 person to be the vote inspector for the vote counting. Mr.Dutsadee Intapata to be the vote inspector, with Financial Advisor’s representatives from Asset Pro



Management Company Limited acted as an independent vote counting inspector. The meeting then began with the following agenda items.

Agenda 1 To Consider Certifying the Minutes of the Extraordinary General Meeting No.1/2019 Shareholders held on 11th September 2019.

The moderator proposed the meeting to consider approving the minutes of the 2019 EGM no.1/2019 held on September 11, 2019, a copy of which has been submitted to the shareholders together with the invitation to this meeting (enclosure no.1).

The moderator proposed the meeting to consider certifying the Minutes of the EGM no.1/2019.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and cast voting (excluding the abstaining vote).

Resolution: Prior to the voting, there were 2 additional shareholders attending the meeting with 231,100 shares, resulting in the total 133 shareholders attending the meeting, equal to the total shares of 784,239,530 shares.

The meeting has considered and certified the minutes of the 2019 EGM 1/ held on 11 September 2019 as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,530	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	784,239,530	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

Agenda 2 Acknowledgement of the Company and its Subsidiaries' Performance year 2019, and to Consider Approving the Company's Consolidated Financial Statements fiscal year ended 31 December 2019, and Acknowledgement of Auditor's report

The moderator proposed to the Meeting to acknowledge the Company performance for the year 2019, consider to approve the Company and its subsidiaries financial statements fiscal year ending 31 December 2019, and Auditor's report. For the performance of the Company and its subsidiaries for the fiscal year ending 31



December 2019, the Company and its subsidiaries had net profit for the year of 65.86 million Baht. The detailed performance of the Company and its subsidiaries can be found on the Company's Annual Report. The Board of Directors had prepared the Company and its subsidiaries financial statements for the fiscal year ending 31 December 2019 and had been audited by the Company's Auditor to propose to the AGM to consider and approve according to clause 112 of Public Company Limited Act B.E.2535 which has been attached to the invitation to the AGM (enclosure no.2).

Mr. Nititorn Deeumpai – Executive Director, Executive Vice President, Chief Financial Officer reported the summarized Company's performance for the year 2019 to the shareholders. The Company and its subsidiaries' financial statements for the fiscal year ending 31 December 2019 had total revenue of 1,609 million Baht, a decrease of 679 million Baht or 30% comparing to the prior year. This was due to a project with the Bangkok Mass Transit Authority (BMTA) in the previous year. When considering the Company's revenue in the fourth quarter 2019, the Company and its subsidiaries had total revenue of 267.90 million Baht, a decrease of 12% comparing to the same period of the previous year. In 2019, the Company was able to classified its revenue according to its products as follows,

1. Standard Products had revenue of 200.90 million Baht, an increase of 69.27 million Baht or 53% comparing to the previous year from increase orders in trucks and agricultural vehicles.
2. Special Designed Products had revenue of 984.50 million Baht, a decrease of 936.58 million Baht or 49% comparing to the previous year from the project with BMTA in which the revenue was recognized in 2018 higher than in 2019.
3. Management and Service had revenue of 339.20 million Baht, an increase of 125.05 million Baht or 58% comparing to the previous year from the truck maintenance service "SibLor24" and maintenance service revenue from the long-term contracts with government agencies.

When considering revenue contribution of the year 2019,

1. Domestic revenue of 1,399.91 million Baht or 92% of total revenue, a decrease of 586.75 million Baht comparing to the previous year, from domestic sales of trucks, bus, and maintenance services.
2. Abroad revenue of 124.68 million Baht or 8% of total revenue, a decrease of 155.51 million Baht, from sales of catering trucks in airports to foreign countries.

When consider the profitability of the Company in 2019, the Company had earnings before interest tax depreciation and amortization (EBITDA) of 278.21 million Baht, net profit of 65.86 million Baht. When comparing to 2018 with EBITDA of 246.19 million Baht and net profit of 45.47 million Baht, the EBITDA had increased by 32.02 million Baht or 13% and net profit had increased by 20.39 million Baht or 44.84%.

In 2019, the Company had total assets for the fiscal year ending 31 December 2019 of 3,251.79 million Baht, total liabilities of 2,293.61 million Baht and total Shareholders' Equity of 958.18 million Baht. When comparing to 2018, the Company's total assets had decreased by 389.01 million Baht from a decrease in inventories and the Company was able to collect higher accounts receivable resulting in lower accounts receivable. Total Shareholders' Equity had increased by 69.44 million Baht due to the net profit in 2019 increasing the retained earnings.



Crucial financial ratios for the year 2019 are as follows,

- Gross Profit Margin of 21.57% of total revenue, increased from 2018 with gross profit margin at 17.18% of total revenue
- Operational Profit Margin at 13.71% of total revenue, increased from 2018 with operational profit margin at 8.39% of total revenue
- Net Profit Margin of 4.09% of total revenue, increased from 2018 with net profit margin at 1.99% of total revenue
- Financial policy ratios include Debt to Equity Ratio (D/E Ratio) at 2.39 times, decreased from 2018 with D/E Ratio at 3.10 times, and Interest-Bearing Debt to Equity Ratio of 2.14 times, decreased from 2018 with Interest-Bearing Debt to Equity Ratio at 2.55 times.

The Company and its subsidiaries' financial statements fiscal year ending 31 December 2019 has been audited by an approved Auditor, had the opinion that the financial statements were presented fairly, and the financial statements are correct in all material respects, in accordance with the accounting standards, ratify by the Audit Committee, and the Auditor is independent from the Company in expressing the opinion, act in accordance with the Code of Ethics for Professional Accountants , and evidence used for the audit are sufficient. The Key Audit Matter was revenue recognition in which the Auditor emphasized on the application of judgement and high dependence on the experience of the management to estimate cost budget and the completion of the project. The estimation of the management on the revenue recognition was reasonable and free from significant misstatement and was ratify by the Audit committee. Therefore, the financial statements are proposed to the Meeting for consideration and approval with details presented in Annual Report 2019.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and voting (excluding the abstaining vote).

Resolution: Prior to the voting, there were 9 additional shareholders attending the meeting with 126 shares, resulting in the total 142 shareholders attending the meeting, equal to the total shares of 784,239,656 shares.

The meeting has considered and certified the Company Consolidated Financial Statements for the year 2019 ended December 31, 2019 as proposed.

The Meeting resolved the matter with the following votes:



<u>Approved</u>	784,239,656	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	784,239,656	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		

Agenda 3 To Consider Approving for the allocation of the net profit for the year 2019 as Legal Reserve.

The moderator informed the Meeting that, to comply with the Public Limited Companies Act. B.E.2535 (1992) and the Company’s Article of Association, the Board of Directors had to propose an agenda item for an allocation or no allocation of profit/loss to be a legal reserve, for the shareholders’ approval at the AGM.

The moderator proposed the Meeting to consider on allocation of Profit/Loss to be a legal reserve. Allocation should be at the rate of not less than five (5) percent of the annual net profit, excluding retained loss, as legal reserve in the amount of 2.83 million Baht or 5.00 percent of the net profit after deduct retained loss. Resulting in the Company has legal reserve as of 31 December 2019 in the amount of 9.65 million Baht or 1.64 percent of the registered capital.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the Moderator proposed the meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and voting (excluding the abstaining vote).

Resolution: Prior to the voting, there were 5 additional shareholders attending the meeting with 5 shares, resulting in the total 147 shareholders attending the meeting, equal to the total shares of 784,239,661 shares.

The meeting has considered and approved for allocation of Profit/Loss in 2019 to be a legal reserve as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,661	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	784,239,661	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		



Agenda 4 To Consider Approving of omit dividend payments of 2019.

The moderator informed the meeting that to comply with the Public Limited Companies Act. B.E.2535 (1992) and the Company’ Article of Association, the Board of Directors assigned to propose an agenda for dividend or no dividend in annually to the meeting to consider. In this regard, the company has its policy to pay a dividend of not less than 40 percent of a net profit before deducting expenses, according to the Thai Financial Reporting Standard edition 2 (2014 revision) in the subject Dividend Payment using shares as a criterion after deducting all types of reserves as specified in the Company’ Article of Association and the Law. In the event that there were no spending money requirements, the dividend should not significantly affect the normal operations of the company.

The moderator proposed to the Meeting to approve no dividend payment for the year 2019 due to the COVID-19 epidemic, the Company needs to maintain financial liquidity for any circumstance. The decreasing of customer purchasing power, pending on investment directly and indirectly impact on the Company products and services so the Company needs to hold cash for sustain its business.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the Moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and voting (excluding the abstaining vote).

Resolution: Prior to the voting, there were 3 additional shareholders attending the meeting with 3 shares, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The meeting has considered and certified for no dividend payment for the year 2019 as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

**Agenda 5 To Consider Appointment of the Re-election of Directors to Replace Those Retired by Rotation.**

Before starting this agenda, the Chairman informed the Meeting that due to there were 2 Directors retiring by rotation; however, they were proposed nominating to be Director for another term. To ensure the voting transparency and to comply with the principle of good governance, Mrs. Phenphimol Vejvarut and Mr. Asa Prateepasen were invited to leave the meeting room for a while.

The Moderator informed the Meeting that according to Clause 19 of the Company's Articles of Association required that in each time of AGM, one-third (1/3) of directors at that time, must resigned from the position, in case that the number of directors can't be divided as one-third (1/3) in even, the number should be in the closet to one-third (1/3) in the first year, and drawing lot in the second year after the company's registration, in the later year, the director with the longest term will be resigned from the position. However, the directors retiring by rotation may be re- elected again. There are 2 retiring directors by rotation this year as follows:

- | | |
|-----------------------------|---|
| 1. Mrs. Phenphimol Vejvarut | Chairman and the Board of Directors |
| 2. Mr. Asa Prateepasen | Independent Director/ Audit Committee /Director of Corporate Governance, Risk Management, Nomination and Compensation |

The moderator informed the meeting that the criteria for selection of persons to be appointed as a director was considered together by the Corporate Governance, Risk Management, Nomination and Compensation Committees no. 1/2020 held on January 21, 2020 the selected individuals are eligible according to Public Companies Limited law act B.E. 2535 (1992) and the announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand. And the company announced a shareholders' invitation to nominate qualified candidates for a directorship at the company website www.cho.co.th from April 21, 2020 to May 12, 2020, subject shareholders' invitation to propose items for the AGM agenda, and nominate qualified candidates for a directorship for the board consideration, and despite the invitation, neither candidates nor agenda items were proposed. And according to Clause 19 of the Company's Articles of Association, the retired director can be re- elected again. The Board of Directors has considered that the person to be proposed to be independent directors who can be able to express comments independently, and be able to comply with related regulations. The Board of Directors resolved to propose the meeting to consider the assigning of directors as directors in place of the directors who retired by rotation as follows:

- | | |
|-----------------------------|---|
| 1. Mrs. Phenphimol Vejvarut | Hold the position of director and other positions as the previously held for another term |
| 2. Mr. Asa Prateepasen | Hold the position of director and other positions as the previously held for another term |

The details about age, period of holding Director position, shareholding proportion, work experiences and period of holding Director/Executive position in other company, and the Board of Directors meeting participating



record are in the enclosure no. 4. The definition of independent directors of the company is in accordance with the criteria set by the Securities and Exchange Commission of Thailand with details as in the enclosure no.5.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The Meeting resolved to approve the appointment of Mrs. Phenphimol Vejvarut and Mr. Asa Prateepasen to be re- elected as Directors for another term by holding the position as previously held according to the details proposed.

5.1 Mrs. Phenphimol Vejvarut

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

5.2 Mr. Asa Prateepasen

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

Prior to the Meeting on agenda 6, the moderator requested the company’s officer to invite the Directors who have been re-elected back to the meeting room.


Agenda 6 To Consider Approving the Remuneration of Directors for the year 2020

The moderator informed the meeting that according the meeting resolution of the Corporate Governance, Risk Management, Nomination and Compensation Committees no. 1/2020 held on January 21, 2020, and the company's Directors had considered unanimously proposing the meeting the remuneration of Directors for 2020 including the meeting allowance for the Board of Directors, the Audit Committees and the Corporate Governance, Risk Management, Nomination and Compensation Committee. For the proper responsibilities of directors, they should be proposed to the Shareholders meeting for consideration according to regulations consisted of the following details: Board of Directors' meeting allowance, Audit Committee' s meeting allowance, Corporate Governance, Risk Management, Nomination and Compensation Committee's meeting allowance and monthly remuneration only for the Audit Committee in the same rate as the year 2018 and year 2019, amounting to not exceeding 1,700,000 Baht per year, excluding medical examination fees As actually paid but not more than 25,000 baht per year, Travel expenses In case of a meeting at head office of the company and annual remuneration (Bonus) for the Board of Directors, amounting to not exceeding 4,000,000 Baht (In case the company gain profit). The authorization was given to the Chairman of the Board of Directors to allocate the remuneration for each of the Directors, details as follows:

No.	Description	Year 2019	Year 2020 (For consideration)	Remark
1.	Meeting allowance for Board of Directors <ul style="list-style-type: none"> ● Chairman ● Director 	12,500 Baht/meeting* 10,000 Baht/meeting* <u>Total paid 465,000.- Baht/year</u>	12,500 Baht/meeting* 10,000 Baht/meeting*	
2.	Meeting allowance for Audit Committee <ul style="list-style-type: none"> ● Chairman ● Director 	12,500 Baht/meeting* 10,000 Baht/meeting* <u>Total paid 325,000.- Baht/year</u>	12,500 Baht/meeting* 10,000 Baht/meeting*	
3.	Meeting allowance for Corporate Governance, Risk Management, Nomination and Compensation <ul style="list-style-type: none"> ● Chairman ● Director 	10,000 Baht/meeting* 8,000 Baht/meeting* <u>Total paid 130,000.- Baht/year</u>	10,000 Baht/meeting* 8,000 Baht/meeting*	
4.	Monthly remuneration for Audit Committee <ul style="list-style-type: none"> ● Chairman ● Director 	12,500 Baht/monthly/person 10,000 Baht/monthly/person <u>Total paid 390,000.- Baht/year</u>	12,500 Baht/monthly/person 10,000 Baht/monthly/person	
5.	Annual remuneration (Bonus) In case the company gain profit	-0-	Not exceeding 4,000,000 Baht (Four million Baht)	Chairman is authorized allocating to



				each of Director as appropriate
6.	Health care, Examination fee	-none-	As actually paid but not more than 25,000 baht per person per year.	

*payment only for those who attend the meeting

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the vote of not less than two-thirds (2/3) of total votes from the shareholders attending the meeting with voting right.

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The Meeting considered approved for the Board of Directors’ remuneration for 2020 according to the details proposed.

The meeting resolved the matter with the following votes:

<u>Approved</u>	784,239,664	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Abstain</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

Agenda 7 To Consider Approving the Appointment of Auditor and Determination of Auditor fees for the Year 2020

The moderator informed the meeting that according to section 120 of the Public Companies Limited Act B.E 2535 (1992), the shareholders’ Meeting shall appoint the auditor and define their fee. Moreover, according to the notice from the Securities and Exchange Commission ref. KorJor. 75/2018 defined that the company has to manage for the rotation of the auditor in case that the auditor performed the duty for 7 fiscal years, whether consecutive or not.

Mr. Anusorn Tamajai – Chairman of the Audit Committee then propose the shareholders to consider approving the appointment KPMG Phoomchai Audit Limited being the Company’s auditor less than 7 fiscal years



and be independent, has knowledge and understanding well in the Company’s businesses. The Audit Committee has considered to propose the AGM for the appointment of Mr. Waiyawat Kosamarnchaiyakij CPA number 6333 or Miss. Bongkot Amsageam CPA number 3684, or Miss. Nawarat Nitikeatipong CPA number 7789 on behalf of KPMG Phoomchai Audit Limited to be the external auditor of the Company and to authorize one of these auditors to audit and state an opinion on financial statements of the Company. In the case that the above auditors unable to perform the duty, KPMG Phoomchai Audit Limited was required to provide qualified personnel from KPMG Phoomchai Audit Limited to perform the duty. The auditor’s remuneration of the Company for 2020 was not exceeding 2,820,000 Baht per year with the auditor’s remuneration of subsidiaries in total was not exceeding 3,560,000 Baht per year according to the details proposed at the meeting.

In this regard, the Board of Directors’ Meeting No.7/2020 dated 12 May 2020 had appointed the said auditors for reviewed its 1st quarter financial statements ended 31 March 2020 as comply with the Notification of Capital Market Supervisory Board no. TorChor 28/2563 regarding listed company doing its 1st quarter financial statements that cannot set AGM due to the epidemic of COVID-19. The Company then has to appoint the said auditors to be its External Auditor for the year 2020.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no further questions or opinions from shareholders, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The meeting considered approved for the Appointment of Auditor and Determination of Auditor fees for the Year 2020 according to the details proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,193,464	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	784,193,464	votes	equivalent to	100.0000	percent
<u>Abstain</u>	46,200	votes	(no counting vote)		
<u>Voided ballots</u>	0	vote			



Agenda 8 To Consider Approving an Amendment of the Company’s Objectives.

The moderator informed the meeting that According to the Public Company Limited Act B.E. 2535 and the Company’s Articles of Association, the amendment of the Company’s objectives, must be approved by the Shareholders' Meeting. The agenda has been considered and approved to propose to the Shareholders’ Meeting for an approval of an amendment of clause 1, 54 and additional of clause 61 and 62 to increase business options in the future of the company. In this regard, the persons in charge of an amendment of the Company’s Memorandum of Association has authorized to amend the wording to comply with the orders of the Registrar at the Department of Business Development, Ministry of Commerce. Details are as follows:

Business Objective of the Company (Present)	Business Objective of the Company (Propose to revise)
clause 1: Purchasing, Sourcing, Renting, Holding and manage all the asset and property	clause 1: Purchasing, Selling, Sourcing, Renting, Hire Purchase, Leasing, Holding and manage all the asset and property
clause 54: Company’s business mainly focuses on trading every kind of automotive (Petrol, Natural gas and EV vehicles) along with the designing, producing, manufacturing, developing, setting and testing the vehicles and parts of NGV, EV and Co-Gen	clause 54: Company’s business mainly focuses on trading every kind of automotive (Petrol, Natural gas, EV vehicles, NGV and LPG) along with the rent, purchasing, sourcing, hire purchase, leasing, designing, producing, manufacturing, developing, setting and testing the component and machinery of vehicles’ body and parts of NGV, EV, Co-Gen, LPG and for SML trucks.
	clause 61: Trading medicine, drug, medical equipment, scientific equipment, fertilizer, pesticide, plant and animal tonic
	clause 62: Dealer, Trading, Repair, Maintenance, Rent, Lease, Service, Service Provider, Purchasing, Sourcing, Hire Purchase, Design, Manufacturing and Assembly of heavy machines such as Crawler Dozer, Wheel Dozer, Backhoe Loader, Wheel Excavator, Grader, Tractor, Loader, Treadmill, Road Roller, Compactor and all kind of spare parts and accessories.

The moderator then offered opportunities for the shareholders to make inquiries.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote.



Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The meeting considered approved for The Amendment of the Company’s Objectives.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,193,464	votes	equivalent to	99.9941 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Abstain</u>	46,200	votes	equivalent to	0.0059 percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

Agenda 9 To Consider Approving Clause 3 of the Company’s Memorandum of Association to comply with the Changing of Company’s Objectives.

The moderator informed the meeting that According to the Public Company Limited Act B.E. 2535 and the Company’s Articles of Association, the amendment of Company’s Memorandum of Association, clause 3, the Company’s objectives, must be approved by the Shareholders’ Meeting. According the meeting resolution of the Board of Directors No. 9/2020 held on September 15, 2020 has been considered and approved to propose to the Shareholders’ Meeting for an approval of an amendment of Clause 3 of the Company’s Memorandum of Association to align with the Company’s objectives. The article states “Clause 3. The Company’s objectives contain 62 items, details are in enclosure Pcl.002”. In this regard, the persons in charge of an amendment of the Company’s Memorandum of Association has authorized to amend the wording to comply with the orders of the Registrar at the Department of Business Development, Ministry of Commerce.

The moderator then offered opportunities for the shareholders to make inquiries.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote.

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 150 shareholders attending the meeting, equal to the total shares of 784,239,664 shares.

The meeting considered approved for Clause 3 of the Company’s Memorandum of Association to comply with the Changing of Company’s Objectives.



The Meeting resolved the matter with the following votes:

<u>Approved</u>	784,193,464	votes	equivalent to	99.9941	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Abstain</u>	462,000	votes	equivalent to	0.0059	percent
<u>Total Votes</u>	784,239,664	votes	equivalent to	100.0000	percent
<u>Voided ballots</u>	0	vote			

Agenda 10 To Consider Ratification on Connected Transaction.

As per the note to Financial Statements Fiscal Year ending 2019 clause 4, had disclosed a transaction for short term loan from Cho Thavee Thermotech Co., Ltd. (a subsidiary company) to a major shareholder and director of the Company (Mr. Suradech Taweesaengsakulthai) with outstanding balance of 111.07 million Baht. The objective of fund usage to be used as proper and necessary of projects by projects. The subsidiary company had a loan contract on short-term credit to Mr. Suradech Taweesaengsakulthai of not exceeding 120 million Baht with interest rate of 8.00% per annum. The repayment condition was completely within year 2020. Please consider the details on the providing of financial assistance transaction in the information memorandum as detail in the enclosure 8. This transaction were deem as the Connected Transaction which had to be completely approve via ratification by the Shareholders' Meeting in accordance to the Notification of Capital Market Supervisory Board announcement no.TorChor 21/2008 Subject; Connected Transaction and SET Announcement Subject; Disclosure of Connected Transaction B.E. 2546.

In order to oblige the process, form the Notification of the Connected Transaction, the Company would like to present this transaction to the shareholders' meeting to consider and rectify with higher or equal to 3/4 votes from participating and voting shareholders, excluding ones who have conflict of interest in the transaction. In this regards, the Board of Director Meeting of the Company No. 3/2020 held on 13 March 2020 had appointed Siam Alpha Capital Company Limited to be the IFA which is a financial advisory company licensed by the SEC. To provide the opinion for this financial support which is deemed as a connected transaction to the shareholders to consider and rectify the aforementioned transaction as detail in the Enclosure 13 in QR Code format.

The Board of Directors, not including the beneficiary director(s), together with the audit committee considered and approved to propose the agenda to the Shareholders' Meeting for ratify of this Connected Transaction. The subsidiary company had support financing short-term loan to a director of not exceeding 120 million Baht with interest rate of 8.00% per annum. The objective of financial loan was to be used for coordination, seeking new business opportunities or potential investment projects, related to the Company, to create an opportunity in expanding the business of the company and subsidiary companies by revolving the budget to developing projects of the company; that is, the project of oil storage tanks, the project of BUS NGV 489, the study and design project mass rapid transit (LRT) and the make of car prototypes including cars' equipment, the project of collecting affiliated bus fare (affiliated bus E-Ticket), the project of London Taxi (Electric Taxi), and the project of OPV-Philippines. Currently, all outstanding loan was fully repaid, it was resolved that the financial assistance to such



connected persons was a transaction that occurred under the facts notified by the Company. To decrease the risks from investment or the process of the projects that still has instability. To decrease the limitation of the business that cannot be processed in the name of the company or subsidiary companies, which the company has no any policy to apply this process with people from outside because it is not a normal business of the company and passed a resolution approving the shareholders' meeting to consider and ratify the provision of financial assistance to connected persons which is considered a connected transaction of the Company.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquiries made by shareholders can be summarized as follows:

- ❖ **Ms.Angsumarin Mulnoi – Shareholder** inquired about the details on the loan lent to a member of the Board of Directors, Mr. Suradech as the owner and major shareholder of the Company. I would like the Company to clarify the relationship between the borrower and the Company, fund usage, and does the fund has any regards with the Company's subsidiaries.
- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** clarified that the borrower was individual himself and the fund was used for advance investments and advance expenses on the Company's projects such as, BUS NGV 489, research and design on LRT E-Ticket, and include operations abroad such as, ARK which has been disclosed.
- ❖ **Ms.Angsumarin Mulnoi – Shareholder** asked for further clarification whether Mr. Suradech had used funds from the Company's account or not and the purpose of the usage.
- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** further clarified that he had borrowed funds from Cho Thavee Thermotech Co.,Ltd. at an interest rate of 8% p.a.
- ❖ **Ms.Angsumarin Mulnoi – Shareholder** inquired about the effect on the Company regarding the lending of the Company's subsidiaries funds.
- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** clarified that the transaction was related due to, the Company is the major shareholder of Cho Thavee Thermotech Co., Ltd. Therefore, all shareholders of Cho Thavee PCL. are implied to be Cho Thavee Thermotech's major shareholder by the Company holding 99.99% of all paid-up capital. To conclude, the Company lent funds to its subsidiaries and the, the subsidiaries lent the said funds to himself as an individual not a major shareholder for the operation of the Company and its subsidiaries. The said funds were returned together with interests.
- ❖ **Mr.Tongtod Panglad – Proxy, Thai Investors Association** inquired about the following
 1. When does the Audit Committee acknowledge the connected transaction.
 2. Due to the connected transaction does not comply with the SEC announcement regarding connected transaction, does the Company have any preventive measures to prevent transaction of this kind from happening by the operation of the subsidiaries.



- ❖ **Mr. Chatchawan Triamvicharnkul – Independent Director and Audit Committee** clarified on the subject matter as follows:
 1. The Audit Committee acknowledge the said transaction from the financial statements for the fiscal year ending 2019 on 25 February 2020. Thus, the transaction occurred from March – December 2019.
 2. The Audit Committee had the opinion that the management was required to comply with the related regulations and internal control measures which were clearly stated. The Audit Committee had received the Company’s financial statements, and had questioned the quarterly connected transaction. As for the connected transaction regarding financial aid, the Audit Committee did not approve of such transaction.
- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** added to clarify the 2 subject matters. Cho Thavee PCL.’s regulations differ from Cho Thavee Thermotech Co., Ltd. According to the Company’s regulations, the highest level of authorization for a lending transaction must be approved by the shareholder’s meeting, but for the subsidiary, the highest level of authorization is the Board of Directors. The subsidiary’s regulations had been amended to align with the Company’s regulations to prevent such mistake from happening.
- ❖ **Mr. Tongtod Panglad - Proxy, Thai Investors Association** inquired about the amendment of the subsidiary’s regulations that if an abnormal event occurs, will the event be reported to the Company.
- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** clarified that the Company and the subsidiary use the same External Auditor. If the regulations have been completely amended, the auditor will report the two parties simultaneously.
- ❖ **Mr. Anusorn Tamajai – Independent Director and Chairman of Audit Committee** further clarified that the Audit Committee did not want such transaction to occur, but after acknowledgement of the transaction, the Audit Committee had appointed Board of Directors and working team to investigate, include third party to further develop internal control measures and general operation to a widely accepted standard. In brief, the 3 Audit Committees believed that major shareholders, particularly Mr. Suradech, has the intention to develop and push the Company to grow further which impact all shareholders, but some transactions and operations required standardized internal controls which the Audit Committee had improved the internal control measures to prevent such transaction.
- ❖ **Mr. Chaiwat Wongmetheesumeth – Shareholder** inquired about the subject matter that Mr. Suradech borrowed funds from the Company of 120 million Baht at interest rate of 8% p.a. and was able to fully repay which portray his potential but shareholders did not receive dividend payment. I would like to ask the management team regarding dividend payment next year.



- ❖ **Mr. Suradech – Chairman of Executive Director and Chief Executive Officer** thanked the shareholders for raising questions and further clarify that the such transaction was executed in the group company's best interests. Some measures are required to increase the Company's competitive advantage which will be executed transparently. Moreover, the Audit Committee had well supervised the Company which benefits the shareholders. As for the dividend payment, Mr. Suradech apologized for abstaining dividend payment this time and the Company had prepared guidelines and various projects in the future which might be beneficial to the Company after next three quarter onward.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote without Shareholders having interests in this agenda are Mr. Suradech Taweesaengsakultha and related-party transaction with the following details.

Stakeholders on Connected Transaction.

Related persons	Relationship with Mr. Suradech	Relationship with the Company	No. of Share (Share)	Percentage to paid up register capital
Mr.Suradech Taweesaengsakulthai	-	- Director - President and Chief Executive Officer	474,730,132	35.913
Mrs. Wassana Thaveesaengsakulthai	Spouse	Shareholder	68,640,000	5.193
Ms. Asana Taweesaengsakulthai	Older Sister	Director	39,505,460	2.989
Mr. Suraphon Thaveesaengsakulthai	Older Brother	Shareholder	22,336,000	1.690
Mrs. Wadee Thaveesaengsakulthai	Older Sister	Shareholder	1,310,000	0.099
Mrs. Phenphimol Vejvarut	Older Sister	Chairman of the Board of Directors	330,000	0.025
Mrs. Rungsiri Chongpatiyutt	Older Sister	Shareholder	286,100	0.022
Total			607,137,692	45.931

Remark: Securities holders' information at September 29, 2020 (Record Date)



Before voting, there were 2 related person to the director who were not attend the meeting and vote which are Mrs.Wadee Taweesaengsakulthai with 1,310,000 shares and Mrs.Rungsiri Jongpatiyut with 286,100 shares which will not be counted in the total base vote. As a result, the total share that cannot cast the vote are 605,541,592 shares.

In order to be explicit and according to the good corporate governance, 4 related direction to the agandas should temporarily exit the meeting room including 1.Mrs.Phenphimol Vejvarut 2.Mr.Suradech Taweesaengsakulthai 3.Ms.Ungkana Taweesaengsakulthai and 4.Mr.Siriwat Taweesaengsakulthai

Before casting the vote, Independent director/Audit Committee would give the additional opinion to the meeting as follow;

- ❖ **Mr. Anusorn Tamajai – Independent Director and Chairman of the Audit Committee** – as the Chairman of the Audit Committee, considering the listed Company standard, the transaction must be carefully monitored. However, considering the intention of the major shareholders, there was the intention to benefit the Company but the Company is the Public Company, there must be other shareholders holding the shares. To achieve good corporate governance, the separated side must be clear. The 3 audit committees would like to declare to the shareholder in order to ensure every shareholder.

Resolution: Prior to the voting, there were 3 additional shareholders attending the meeting with 28,386 shares, resulting in the total 153 shareholders attending the meeting, without the number of shares of the stakeholders and the related person which attending the meeting and has no right to vote on this agenda equal to the total shares of 605,541,592 shares. The remaining number of shares with voting rights in this agenda is 178,726,458 shares.

The Meeting considered approved for Ratification on Connected Transaction as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	178,060,148	votes	equivalent to	99.6272 percent
<u>Disapproved</u>	110	votes	less than	0.0001 percent
<u>Abstain</u>	666,200	votes	equivalent to	0.3727 percent
<u>Total Votes</u>	178,726,458	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

Prior to the meeting on agenda 11, the moderator requested the company’s officer to invite the Directors who have having interests in this agenda and connected transaction back to the meeting room.

Agenda 11 Any other matters (if any)

The moderator informed the shareholders that the Company had announced a shareholders’ invitation to propose items for the AGM agenda on the Company’s website at www.cho.co.th during April 21, 2020 to May 12,



2020 (extension during October 2, 2019 to December 27, 2019). It is found that there is neither advanced agenda nor questions were proposed. The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:

- ❖ **Mr. Viroj Taksinanukorn – Shareholder** – who become the shareholder since IPO has the opinion on the exemption of dividend payment. He expected that the Company will grow from several projects and will pay dividend to shareholders. Initially this year, there was an announcement on dividend payment then there was the exemption on dividend payment in order to save cash flow for working capital. If the directors decided to reserve cash flow, he will not argue. However, in agenda 6, consideration of director remunerations, the approved remunerations are not reduced from the previous years with total of 4 million baht. As a result, he would like to hear from the directors that the future performance will ensure the shareholders. In his self-opinion, if the Company has operating profit, the Company should consider the dividend payment to the shareholders.
- ❖ **Mr. Chatchawan Triamvicharnkul – Independent Director and Audit Committee** – explained about the directors’ remunerations. According to the responsibility to the Company, directors and shareholders, if taking the financial situation for consideration which affected the Company and other Companies overall. The director remuneration (Bonus) of 2019 from the operating profit of 2018, the Board of Directors mutually agreed to not receive the yearly remunerations (Bonus) (approximately 100,000 baht) and for the director remunerations (Bonus) of 2020 which will be approved by the shareholders, the Board of Directors agreed to not receive the yearly remunerations (Bonus). For remunerations, such as monthly fee, meeting fee, the Board of Directors agree to receive 50 percent of the total remuneration for 6 months according to the current financial situation. From the shareholder point of view, the Board of Directors is responsible for the impact of the current situation.
- ❖ **Mr. Suradech – Chairman of the Executive Director and Chief Executive Director** - explain about the future business plan. Since the Company has plenty of projects comprising of the undertaking project, bidding project and extra project from investing in several maintenance center, the Company still focuses future projects and small projects. Previously, the Company has the policy to lay off staff and reduce staff salary in both management level and operating level and has executed in quarter 2 of 2020 in order to be able to perform under the current cash flow situation. Large projects, such as Smart City and LRT, will have further progress in next year, which gain interested among many investors, which ultimately affect the Company’s performance. For the bidding project in Bangkok, the Company has already prepared to attend the auction. For legal dispute, the Company has already claimed compensations for losses which will have the feedback soon. For selling the product, the Company expanded the market to Japan. Although the sale amount is not the main stream, the exported products are trust by the Japanese customer and the Company is receiving more order from Japan and the market is expected to grow. The investment in ARK is attractive among venture capitals from the previous roadshows. If COVID-19 pandemic is recovered, it will be easier for the Company to negotiate and there will be further progress. In worst case scenario, the Company has prepared and has the plan



to operate though the COVID-19 pandemic situation. Moreover, the Company has entered into the Smart Farming project in which the Company is expertise to manufacture vehicle to transport agricultural products and develop the vegetable farm which is supported by the Digital Economy Promotion Agency (DEPA) to develop high quality agricultural product which is the attractive product domestically compensating the purchase power from foreign tourists. The Company cooperates with CAT, Rajamangala University of Technology Isan and Khon Kaen City Development (KKT) Co.,Ltd. to invent the business plan and share to the community to create the business for society. As the CEO, major shareholder, I am concerning about the benefit to the shareholders, staffs as well as myself and family by seeking future projects which can be proved and understandable for everyone.

- ❖ **Mr. Viroj Taksinankorn – Shareholder** – asked about the share portion of Smart Farming project. My understanding is that the operation will be joint venture and asking about the legal dispute.
- ❖ **Mr. Suradech - Chairman of the Executive Director and Chief Executive Director** – explained about Smart Farming Project. The Company is the main player and hold majority of shares. For legal dispute, I would like to let the lawyer to explain.
- ❖ **Ms. Siranee Siriwan – Representative from Baker McKenzie Company Limited** – told that the Company has claimed compensation for losses since 2016. Lately, the admin court set the dateline of quest date. Next step will be considering first trial date, which will be October 1, 2020 which will take 2-3 months to know the further progress.

- ❖ **Ms. Suwanee Chiansirikrivuth – Shareholder** – asking the following issues,
 1. Under the current situation, the airport is close which affect many sectors. How much is the interest amount in each accounting period?
 2. After the Company's stress testing, what is the direction of the Company?
 3. What is the size of Smart Farming project and what kind of vegetable is grown?
- ❖ **Mr. Narong Ongartmaneerat – Executive Director / Senior Executive Vice President / Deputy CEO** – The Company has the interest of 10 million baht per month. The recurring income from several projects of 21.7 million baht. According to Mr.Suradech mentioned, the Company has less expense due to the reduction of salary. In new normal situation, everyone should share pain to be able to continue to operate. The Company seeks more income to protect from the COVID-19 pandemic which the ending is not known so the recurring income is a good vaccine for the Company.
- ❖ **Mr. Suradech - Chairman of the Executive Director and Chief Executive Director** – answering Q2 and Q3
 1. After stress test, the Company is able to survive through current situation for 8-9 years. In the next 5 years, bus maintenance service revenue will increase from 900 baht per bus to 1,070 baht per bus so the Company will receive more revenue and better cash flow.



Under current assumption, the Company will be under pressure for the first 4 year and will be able to survive and after year 5 the Company will receive main revenue from the better situation.

2. Output of the Smart Farming project are green oak, red oak, cod etc. there will be a middle man to buy. The size of a hole is 2.4 x 6 meter dimension. The grain will be lift upon the ground and the watering system is automatically. The management will support the soil, grain, buying sources and application for controlling the production to preserve the quality. Initially, the Company will produce the production set then the Company will decorate and pack the product to the large retailers. This will generate revenue to the relevant parties in which the staff will perform the experiment called “Koak Nong Na Model” according to Royal Initiative to ensure that the business model is achievable under the current situation.

- ❖ **Mr. Anusorn Tamajai – Independent Director and Chairman of the Audit Committee** – Since some shareholders concern about the cash flow of the Company, the major shareholder and related director are diligent and put full effort to strive through the crisis. As an Independent Director, I have set the root and sustainable goal. Most of the Company have good corporate governance such as General Electric Public Company Limited (GE) which has Mr. Thomas Edison as the inventor but has already pass away but the Company still operate until now. The good corporate governance company will ultimately be able to operate in the long run.

The meeting adjourned

There were no more additional questions and suggestions, the Chairman thanked the shareholders and the proxies for attending the meeting and adjourned the meeting accordingly.

The meeting adjourned at 4.10 p.m.

The minutes of the Meeting taken by

Mr. Naranuwat Suebkha

The Assistant Company’s secretary

The minutes of the Meeting review by

Ms. Yinghathai Ponphangnga

The Company’s secretary

(Ms. Phenphimol Vejvarut)

Chairman of the Board and Chairman of the Meeting

Constitute consideration agenda 2

- A 2020 Annual Report included the Company and its subsidiary financial statements ended 31st December, 2020 online by scanning QR Code on this form



- A 2020 Sustainability Report online by scanning QR Code on this form



Constitute consideration agenda 4

Particulars of Dividend Payment
--

According to the Public Company Limited Act B.E. 2535 and Company's Articles of Association, the Board has to propose to pay or omit of dividend to shareholders for approve every year. In case there was the deficit, the Company cannot pay the dividend.

The Board of Directors had passed the resolution for omit the dividend payment for the year 2020 due the separate financial statements reported a retained loss. The resolution will be officially effective when the agenda is passed by AGM2021 which will be held on 21 April 2021.

Historical Dividend Payment Compared to Net Profit (Separate Financial Statement) 2016-2020

Detail	Year 2016	Year 2017	Year 2018	Year 2019	Year 2020
Net Profit (Loss) After Legal Reserve Allocation (Separate Financial Statement) and deduct retained loss (if any) (million Baht)	(69.99)	(27.67)	41.70	72.30	(207.8)
Dividend Payment (million Baht)	0	0	0 ^{/1}	0 ^{/2}	N/A
Dividend Payout Ratio (%)	0	0	0	0	N/A

Remark: /1 = Cannot pay dividend due to separate financial statements at 31 December 2018 reported a retained loss of 15.72 Million Baht.

/2 = Omit dividend payment for the year 2019 in order to save cash flow to serve the COVID-19 situation.

Constitute consideration agenda 5
Information of Nominated Person to be the Director

1. Mr. Suradech Taweesaengsakulthai

Name-Surname	Mr. Suradech Taweesaengsakulthai	
Nationality	Thai	
Age	54 years old	
Address	265 Moo 4, Klangmuang Road, Muangkhao, Muangkhonkaen, Khon Kaen 40000	
Current Position	Board of Director, Secretary of Board of Director, Executive Committee Chairman, President and Chief Executive Officer	
Date of Appointment as a Director	From November 18, 1995 (Directorship tenure as of April 2021 in 25 years and 5 months. If he be re-elected as a director, his entire tenure will be 28 years and 5 months.	
No. of share holding in Company	447,730,132 shares the sold shares 1,321,905,217 shares, Percentage 35.913	
No. of share holding in Subsidiaries	2 shares, Percentage 0.0001	
Conflicts in Agenda of 2018 Annual General Shareholders Meeting	Non	
Family Relation Ship among Management	Younger Brother of Ms. Phenphimol Vejvarut Board of Director Chairman and Younger brother of Miss Asana Taweesaengsakulthai Director	
Education	<u>Diploma</u> <ul style="list-style-type: none"> Automotive Engineering of Yomiuri Rikosem College, Japan Faculty of Business Administration of Sanno University, Japan 	
IOD Certification program	<ul style="list-style-type: none"> Director Accreditation Program (DAP) Class 82/2010 	
Position and Experiences	<ul style="list-style-type: none"> 1995 at Present, Director, Executive Committee Chairman, President and Chief Executive Officer of Cho Thavee Public Company Limited 2014 at Present, Secretary of Board of Director of Cho Thavee Public Company Limited 	
	<u>Other Listed Companies</u> -None-	

Information of Nominated Person to be the Director (Continue)

Position and Experiences (Continue)

Non-Listed Companies

- 2005 at Present, Director of Cho Thavee Thermotech Co., Ltd.
- 2017 at Present, Director of KKTT Holding Co., Ltd.
- 2016 at Present, Director of Joint Venture TSP-CTV
- 2015 at Present, Chairman of Khon Kaen City Development(KKTT) Co., Ltd.
- 2012 at Present, Associate Dean for Administration of College of Local Administration, Khon Kaen University
- 1996 at Present, Director of APS Multitrade Co., Ltd.
- 1990 at Present, Director of Khon Kaen Cho Thavee (1993) Co., Ltd.
- 1990 at Present, Director of Thavee Saeng Thai Co., Ltd.
- 1977 at Present, Director of Khon Kaen Cho Thavee Limited Partnership
- 1992-2015, Director of Volrep Truck and Bus Co., Ltd.

In other organization that may cause any conflict of interest to the company


-None-

Meeting attendance in 2017

- 6/6 of CHO Board of Directors
- 7/13 of Executive Committee Meeting
- 1/1 of Annual General Meeting of share holders

Information of Nominated Person to be the Director (Continue)

2. Mr. Anusorn Tamajai

Name-Surname	Mr. Anusorn Tamajai	
Nationality	Thai	
Age	52 years old	
Address	7/528 Village 9, Salathammasop Sub-District, Thawee Wattana District, Bangkok 10170	
Current Position	Independent Director and Chairman of Audit Committee	
Date of Appointment as a Director	Agenda 1: From 14 November, 2012 to April 2015 Totaling 2 years and 5 months. Agenda 2: From 28 April, 2015 to April 2018 totaling 3 years. If he be re-elected as a director, his entire tenure will be 8 years and 5 months.	
No. of share holding in Company (percentage)	-None-	
No. of share holding in Subsidiaries (percentage)	-None-	
Conflicts in Agenda of 2017 Annual General Shareholders Meeting	Agenda 6	
Family Relation Ship among Management	-None-	
Education	<u>Doctorate Degree</u> <ul style="list-style-type: none"> • International Economics_Finance and Development, Fordham University, New York, USA. <u>Master Degree</u> <ul style="list-style-type: none"> • Business Administration, Southeastern University • Economics, Fordham University, New York, USA. <u>Bachelor Degree</u> <ul style="list-style-type: none"> • Political Science (Honor), Chulalongkorn University • Law Academic Program (2 years), Thammasat University 	
IOD Certification program	<ul style="list-style-type: none"> • Director Certification Program (DCP 28/2003) • Director Accreditation Program (DAP) • Strategy and Policy Development (SPD) • Audit Committee Program (ACP) • Role of the Chairman Program (RCP) • Role of the Compensation Committee (RCC) • Financial Statement for Directors (FSD) • Monitoring the System of Internal Control and Risk Management (MIR) • Monitoring the Quality of Financial Reporting (MFR) • Successful Formulation and Execution of Strategy (SFE) 	

Information of Nominated Person to be the Director (Continue)

- | | |
|--------------------------------------|---|
| IOD Certification program (Continue) | <ul style="list-style-type: none"> • How New Foreign Bribery Laws Affect Companies in Thailand • Anti-Corruption for Executive Program (5/2013) |
| Position and Experiences | <ul style="list-style-type: none"> • 2012 at Present Independent Director and Chairman of Audit Committee of Cho Thavee Public Company Limited. |

Other Listed Companies

- 2011-2014 Director and Chairman of Audit Committee of The Bangchak Petroleum Public Company Limited

Non-Listed Companies

- 2015 at Present Chairman of Bangchak Bioethanol (Chachoengsao) Co., Ltd.
- 2015 at Present Director of Ubon Bio Ethanol Co., Ltd.
- 2013 at Present Vice President Research and Academic Service of Rangsit University
- 2007 at Present Dean of the Faculty of Economics of Rangsit University
- 2017 at Present Director of Freedom Media for Reform Co., Ltd.
- 2014-2015 Committee and Audit Committee of Bank of Thailand
- 2008-2011 Executive Director of Telecommunication for Public Fund, Universal Service Obligation (USO)
- 2008-2010 Director and Risk Management Chairman of Bank for Agriculture and Agricultural Cooperative

In other organization that may cause any conflict of interest to the company	-None-
--	--------

- | | |
|----------------------------|--|
| Meeting attendance in 2017 | <ul style="list-style-type: none"> • 6/6 of Board of Directors • 9/9 of Audit Committee • 2/5 of Corporate Governance Risk Management Nomination and Compensation Committees Meeting • 1/1 of Annual General Meeting of shareholders |
|----------------------------|--|

Constitute consideration agenda 5**Definition of Independent Director****Definition properties of Independent Director**

1. To be the director without taking part in managing, and not being the employee or the advisor having salary with the company, the subsidiary company, the affiliated company, the related company, or the major shareholders of the company.
2. To be the director without the business or interests as direct or indirect in financial aspect and financial management in the company, the subsidiary company, the affiliated company, the related company or the major shareholders of the company.
3. To be the director not being the related person or the closed cousin of the executive managements or major shareholders of the company.
4. To be the director without any appointment as representative in protecting business of the company's directors, major shareholders, or the shareholders with the relationship with major shareholders of the company.
5. To hold shares of not exceeding 0.5% of paid-up capitals of the company, the subsidiary company, the affiliated company, the related company. This includes the counting of shares held by the related persons (including the person(s)) with relationship by blood lineage, by the marriage, and by legal registration such as father, mother, spouse, child)
6. To be able to perform the duties, express the opinion or to report the performance as to the tasks assigned by the company's board of directors, not being under the control of the executive managements or major shareholders of the company including the related person(s) (including the person(s) with the relationship with the company that affect to the ability in performing the duties independently or fluently such as: the clients, the creditors, the debtors, or the person(s) with the significant relationship to the company's business) or the closed cousin of such person(s).
7. The Independence Director must have the independence and able to express the opinion or to report freely as to the missions assigned, without concerning to any benefit relating to assets or position, and not being under the influence of any person(s) or group of person(s), including of none situation obstructed Independence Director in expressing opinion as it should be and according to the relevant rules.
8. To devote with adequate time for the Audit Committee's operation, and have the intention to enhance knowledge concerning the company's operation in continuous for the effectiveness.

Constitute consideration agenda 6
Director Remuneration for year 2021

The Company's Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for an approval of the determination of the Company's directors, Audit Committee, Corporate Governance, Risk Management, Nomination and Remuneration Committee's remuneration for the year 2021 in the form of meeting allowance, monthly remuneration for the Audit Committee, and bonus which all have been considered and proposed by the Board of Directors. The comparisons of the remuneration rate of 2020 as follows:

No.	Description	Year 2020	Year 2021 (Proposal for consideration)	Remark
1.	Attendance fee of director <ul style="list-style-type: none"> Committee Chairman Director 	12,500 Baht/Meeting* 10,000 Baht/Meeting *	12,500 Baht/Meeting * 10,000 Baht/Meeting *	
2.	Attendance fee of Audit Committee <ul style="list-style-type: none"> Committee Chairman Director 	12,500 Baht/Meeting* 10,000 Baht/Meeting*	12,500 Baht/Meeting* 10,000 Baht/Meeting*	
3.	Attendance fee of Corporate Governance, Risk Management, Nomination and Compensation Committee <ul style="list-style-type: none"> Committee Chairman Director 	10,000 Baht/Meeting* 8,000 Baht/Meeting*	10,000 Baht/Meeting* 8,000 Baht/Meeting*	
4.	The monthly remuneration for the Audit Committee <ul style="list-style-type: none"> Committee Chairman Director 	12,500 Baht/month/people 10,000 Baht/month/people	12,500 Baht/month/people 10,000 Baht/month/people	
5.	The annual remuneration (Bonus) in case the company is operating profit	Totally not more than 4 million Bath.	Totally not more than 4 million Bath.	The chairman of the Company is authorized in determining the allocation to each director as appropriate.
6.	Other Remuneration	-None-	-None-	

* Payment only attending director.

The determination of the directors' remuneration for the year 2021 is effective as of 20th January 2021 onwards until further resolutions from the Shareholders' Meeting. The estimate remuneration of directors for the year 2021 will not exceed 1,700,000 Baht excluding medical care expenses travelling expenses in case of travelling to the Company's head office and annual remuneration (bonus), totaling not more than 4,000,000 Baht. (Four million only). (in case of the separate performance reported profit). The remuneration allocation for the committee will be authorized by the chairman of the Board of Directors as appropriate.

Constitute consideration agenda 7
Appointment auditor and audit fee year 2021

According to Public Company Limited Act, B.E.2535 and Articles of Association defined AGM to appoint auditor and defined auditing fee for every year. The offering of the audit committee, the board of director meeting no.2/2021 saw proper proposes the Annual General Meeting of Shareholders has consideration and approval auditor and specified audit fee for the year 2021. The proposed appointment of auditor from KPMG Phoomchai Audit Limited. Who have experience and expertise in International standards, as auditors of the Company and its subsidiary;

Name	CPA Number	Number of years of company auditing
1. Mr. Waiyawat Korsamarnchaiyakij	6333	1 (year 2019)
2. Miss Bongkot Amsageam	3684	1 (year 2020)
3. Miss. Nawarat Nitikeatipong	7789	0

Besides, the Board of Directors' Meeting saw proper proposes the Annual General Meeting of Shareholders has consideration and approval specified audit fee for the year 2021, grand total amount 3,660,000 Baht (Three million six hundred and sixty thousand Baht). The Audit fee of the Company is 2,910,000 Baht and the audit fee of subsidiaries totaling 750,000 Baht (not include non-audit fee of the Company and its subsidiaries).

Compare the Audit Fee for the past 2 years.

Description	KPMG Phoomchai Audit Limited. "KPMG"			Increase / decrease percentage
	Year 2019	Year 2020	Year 2021 (propose)	
Audit Fee;				
CTV-CHO*/ ¹	2,600,000	2,820,000	2,910,000	3.09
CTV-TMT*/ ²	650,000	680,000	690,000	1.45
ARK/ ³	50,000	60,000	60,000	-
Total Audit Fee	3,300,000	3,560,000	3,660,000	2.73
Other costs;				
CTV-CHO/ ¹	304,240	88,000		
CTV-TMT/ ²	25,000	4,500		
Total Other costs (Non-Audit fee)	319,240	92,500		
Size; (million baht)				
CTV-CHO/ ¹				
• Total Income	1,521.76	633.04	Estimated+20%	
• Total Assets	3,210.68	3,103.90	Estimated+20%	
CTV-TMT/ ²				
• Total Income	130.28	42.63	Estimated+10%	
• Total Assets	355.16	233.19	Estimated+10%	
ARK/ ³				
• Total Income	-0-	-0-	Estimated 0%	
• Total Assets	3.52	8.79	Estimated 0%	

¹CTV-CHO = Cho Thavee Public Company Limited

²CTV-TMT = Cho Thavee Thermo Tech Co., Ltd.

³ARK = AmornRattanaKosin Co., Ltd

In addition, KPMG Phoomchai Audit Limited and auditors should be appointed for the Company and its subsidiaries are independent, have no relationship and not have interests with Company or its subsidiaries, executives, major shareholder(s) or involved person as mentioned.

By Company Regulations Related to the Shareholder's Meeting

Chapter 5
The Board of Directors

Article 17 The Company shall have a Board of Director comprising of minimum 5 directors. Not less than half of which must take residency in the kingdom of Thailand and The Board of Director must have the qualification of laws.

The Board of Director will be shareholders' of the company or will not is fine.

Article 18 The director shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) Each shareholders' shall have one vote per share;
- (2) Each shareholders' will be voted on their rights follow item (1) to elect one or several persons as directors. And cannot split or share the vote to any person.
- (3) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

Article 19 At each Annual Shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

The retired directors can be re-elected.

In the 1st and 2nd year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire

Article 20 The retirement of directors, besides completing the terms, are by his/her;

- (1) Death;
- (2) Resignation;
- (3) Disqualification or forbidden by law;
- (4) Voted out of office at the Shareholders' Meeting Article 22.
- (5) By court order.

Article 22 The Shareholders' Meeting can resolve to vote-out a director(s) before the completion of the terms with votes of not less than three-fourths (3/4) of the shareholders that attend the meeting and have the rights to vote and have total shares of not less than one-half (1/2) of the total shares of shareholders who attend the meeting and have the rights to vote.

Chapter 6
Shareholders' Meeting

Article 35 The Board of Directors shall hold the Annual General Meeting of Shareholders (AGM) within four (4) months following the date of the end of the accounting period of the Company.

Other Shareholders' Meetings besides the first paragraph shall be called Extraordinary General Meeting (EGM), which the Board can call an EGM anytime it deems appropriate.

A shareholder, or shareholders holding shares amounting not less than ten percent of the total number of paid-up shares can submit a joint letter for the Board of Directors to arrange Extraordinary General Meeting of Shareholders at any time, but they must specify clearly reasons of such calling in the letter. In this case, the Board of Directors must provide the Extraordinary General Meeting of Shareholders within forty-five days after receiving the letter.

In the event that the Board of Directors does not arrange a meeting as detailed in paragraph three, shareholders holding the proportion of shares as specified can submit a joint letter can call for the Extraordinary General Meeting of Shareholders themselves within forty-five days counting from the due date as specific in paragraph three. In this case, it is deemed that the Shareholders' Meeting has been arranged by the Board of Directors, and the Company is responsible for the expenses in arranging the Meeting.

In the event that shareholders call for a meeting, according to paragraph four, if the number of shareholders who attended the meeting did not constitute a quorum as specified in item 37, shareholders in accordance with paragraph four must share responsibility to recoup for the Company the costs arising from the Meeting at that time.

Article 36 In calling a Shareholders' Meeting, the Board of Directors shall prepare an invitation for the meeting by stating the day, time, agendas and matters to be presented to the Meeting with reasonable details. It shall clearly state to be a matter for acknowledgement, approval, or consideration as the case maybe. It shall include the opinion of the Board of Directors on such matters and is submitted to the shareholders and the registrar a minimum of seven (7) days before the Meeting. However, it shall notify the meeting appointment in a newspaper with a minimum of three (3) consecutive days before the Meeting for three (3) days.

Nonetheless, the Meeting venue can be in the province, where the head office is situated or other places as the Board of Director shall specify.

Article 37 In the Shareholders' Meeting, there must be shareholders and the proxies (if any) attending with a minimum of twenty-five (25) persons, or a minimum of one-half of the total shareholders, and the total shares with a minimum of one-thirds (1/3) of the paid-up shares to achieve the quorum.

In the case that one (1) hour has passed since the appointed time of the Shareholder's Meeting and the number of shareholders cannot achieve the quorum as required in paragraph one, if the Meeting is called by the shareholders, it shall be suspended. Nevertheless, if that meeting is not called by the shareholders, a new Meeting shall be arranged and send the Meeting invitation not less than 7 days prior to the Meeting. In the latter meeting it is not required to meet the quorum.

Article 38 The Chairman of the Board of Directors shall preside over the Shareholders' Meeting. In the case that the Chairman is absent or cannot perform the duty, the Vice Chairman can preside over the Meeting. Also, if the Vice Chairman is absent or cannot perform the duty, the Meeting shall choose a shareholder to preside over the Meeting.

Article 39 In voting at the Shareholders' Meeting, shareholders receive one vote per share, and if any shareholder has a conflict of interest on the matter, the said shareholders cannot vote on that matter except the voting for appointing directors and other resolutions of the Meeting comprise of the following votings:

- (1) In a normal case, the majority vote of the attending and voting shareholders shall prevail. However, if the votes reach a tie, the chairman of the meeting shall make the casting vote.

- (2) In the following cases, shall require a minimum of three-fourths (3/4) of the total vote of the attending shareholders and eligible to vote:
 - (a) The entire or important partial business sale or transfer to other people.
 - (b) Business purchase or transfer of a private or public company to the Company.
 - (c) Amendment or termination of the contract related to the lease of the important business in whole or in important part, or an assignment of other people to manage the business or merger with other people to share the profit and loss.
 - (d) Amendment of the Memorandum of Association or the Articles of Association.
 - (e) Recapitalization or reduction of the registered capital.
 - (f) Dissolution of the Company.
 - (g) Issue of debentures by the Company.
 - (h) Merger with other companies.

Article 40 The businesses that the AGM can be called for a meeting is as follows:

- (1) Consideration of the directors' report to show the performance of the Company in the past year.
- (2) Consideration for the balance sheet and the profit and loss reports of the past fiscal year.
- (3) Consideration for allocating the profits and dividends.
- (4) Consideration for electing a new director to replace the rotated directors and set the remuneration for the directors.
- (5) Consideration for appointing the external auditor and set the remuneration for the audit fee and,
- (6) Other businesses.

Terms, conditions and method of practice in attending the meeting, proxy and voting.
1. In the case of attending the meeting in person

- In the event the shareholder is an ordinary person, Thai national, please show your ID card or civil servant ID card.
- If you are an alien, please show the alien ID card, or passport or the equivalent at the place of registration.
- In the case there is a revision of the name- surname, show evidence of registering such a change.

2. In the case of a proxy

- The shareholder who appoints a proxy who must be his only proxy to attend the meeting and vote according to the proxy statement attached.
- The proxy may wish to vote separately on each meeting item to agree or disagree or abstain as specified in the proxy statement, according to the wish of the principal.
- The proxy is required to submit the proxy statement to the chairman of the meeting and/or his assignee before the meeting by filling in information and signature in full. In the event there is a correction or deletion of the important statement, the proxy has to sign it each time. The proxy statement is required pasting 20-baht stamp duty.

The documents to supplement the proxy statement

- ☐ In the case the principal is an ordinary person, Thai national: A photocopy of ID card or civil servant ID card of the principal with the true copy certification.
- ☐ In the case the principal is an alien: Alien ID card, or passport or the equivalent.
- ☐ In the case the principal is a legal entity:
 - Thai legal entity: A copy of the articles of incorporation issued by Ministry of Commerce, or the authorized agency is valid for no more than one year, is certified by the authorized person, his signature, photocopy of ID card, or civil servant ID card, signed by the authorized person on behalf of the legal entity, certifies its validity by its director.
 - Alien legal entity: The authorized person of the legal entity to sign and stamp the company's seal in the proxy statement in person in the presence of the notary public, or the agency with similar duty according to the law of each country. After signing it, submit the proxy statement to the authorized person or the Thai consulate or acting assignee, or the person who can certify with integrity according to the law of that country (for notary public) as well.
- ☐ In the case of using a fingerprint in lieu of signature, print the left thumb and write "The fingerprint of the left thumb by.....," and two witnesses certify as genuine and printed in their presence and they countersign and attach their ID cards/civil servant ID cards and certified as true copy as well.
- ☐ In the 2021 Annual General Meeting (AGM), if the shareholder cannot attend the meeting in person, he/she can appoint a proxy by anyone, or any of the following independent directors to vote for them, namely:
 1. Mr. Asa Prateepasen, independent director and audit committee, aged 60 years old, residing at the house No. 314/122, Village No. 5, Thung Khru Sub-District, Thung Khru District, Bangkok 10140.
 2. Mr. Chatchawan Traimvicharnkul, independent director and audit committee, aged 56 years old, residing at the house No. 32/98 Soi Rung Rueang, Sam Sen Nok Sub-District, Huai Khwang District, Bangkok 10320.
- ☐ The shareholder who wishes to appoint the Company's independent director as a proxy, please submit the prepared proxy statement and signed with validity to the organization service section with the relevant documents to the Company in advance before the meeting a minimum of 3 days.

- ☐ **However, the proxy who wishes to attend the meeting has to show his ID card/civil servant ID card/passport (foreigner) of the proxy appointee for registration.**
3. **In the case the shareholder is deceased**, the estate administrator can attend the meeting or appoint a proxy to attend the meeting instead. He must have the court order as the estate administrator certified by the authorized person with the validity a maximum of six months before the meeting to show additionally.
 4. **In the case the shareholder is a minor**, the parents or legal guardian can attend the meeting or appoint a proxy to attend it by having a copy of the house registration of the minor to show additionally.
 5. **In the case the shareholder is incompetent or quasi-incompetent**, the guardian or custodian can attend the meeting in person or appoint a proxy, with the court order and certified by the authorized person and is valid for no more than six months before the meeting date to show additionally.

Registration

The Company's officers shall open for registration before starting the meeting as minimum of 2 (two) hours, or from 12.00 p.m. onwards.

Voting

1. Voting shall be made in open by counting one share per vote, and the resolution of the shareholders shall consist of the following votes:
 - In a normal case, the majority vote of the attending and cast their vote, but in the case of votes reaching tie, the chairman of the meeting shall make the casting vote.
 - In other cases, which subject to the law and/or bylaws, specified differently from the normal case, it shall comply with the requirement, and the chairman of the meeting shall notify the shareholders in the meeting for acknowledgement before voting on each item.
2. Voting in the case of appointing a proxy, who can vote as specified in the proxy statement only.
3. The shareholder who has a conflict of interest in a subject, it is prohibited from voting in that matter and the chairman of the meeting may invite that shareholder to leave the meeting room temporarily.
4. Secret voting can be made when a minimum of five shareholders request and the meeting resolves to adopt it as such. The chairman of the meeting shall specify the method of secret voting and notifying the meeting before voting.

Method of voting on each item

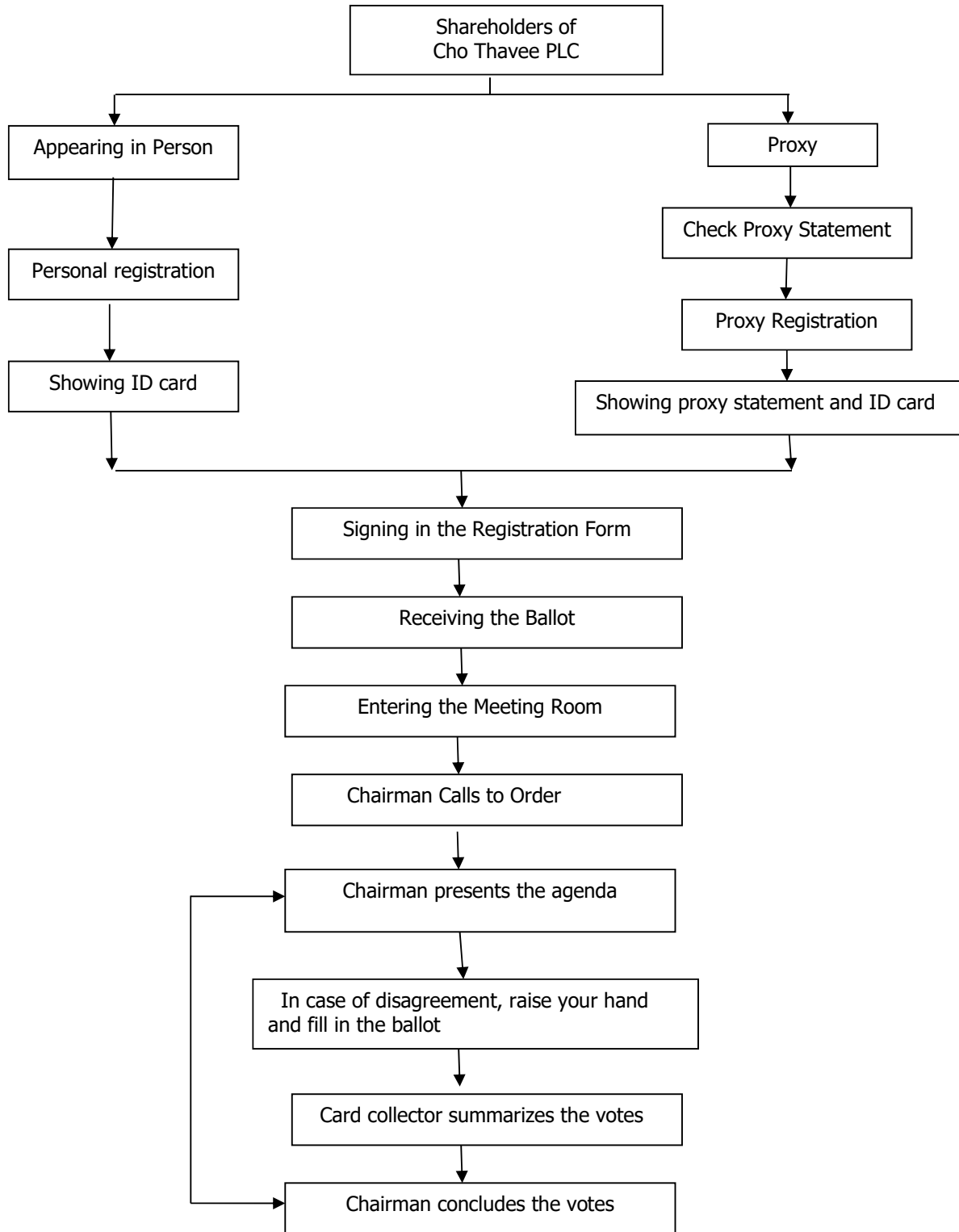
The chairman of the meeting shall present it to the shareholders to consider voting on each item by inquiring on each item at the meeting to see who wants to vote or abstain from it.

If a shareholder or proxy agrees or disagrees or abstains, he/she shall raise his/her hand for counting except in the case of secret voting, the vote counters shall require the shareholder or proxy to vote on the ballot according to the instructions in the meeting.

Counting the votes and notifying its results

The chairman of the meeting will notify the method of voting to the meeting for acknowledgement before calling to order that it shall count each item by the computer. It is implemented by deducting the disagreed and abstained votes of the shareholders or the proxies out of the total shares of the attending shareholders and eligible to vote or the proxies, and the results shall be notified to the meeting for acknowledgement.

Procedure on Attending the Shareholders' Meeting



CV of Independent Director who is the representative proxy

I, Mr. Asa Prateepasen, independent director and audit committee of Cho Thavee Public Company Limited, since 14 November 2012, would like to give my information as follows:

1. Personal information

- | | |
|-------------------------|---|
| 1.1 ID card number | 3-1201-00641-35-4 |
| 1.2 Present nationality | Thai |
| 1.3 Birthday | 1 July 1960, 60 years old |
| 1.4 Present address | 314/122 Village 5, Thung Khru Sub-District,
Thung Khru District, Bangkok 10140 |



1.5 Occupation/present workplace

- Director Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited
- Independent director and Audit committee of Cho Thavee Public Company Limited.
 - No. of shareholding in Company –None-
 - No. of shareholding in Subsidiaries –None-
 - Conflicts in Agenda of 2021 Annual General Shareholders Meeting -None-

Other listed Companies

-None-

Non-listed Companies

- 2020-Present Consultant, Independent Speaker and Expert at King Mongkut’s University of Technology Thonburi
- 2014-2020 Professor, Faculty of Engineering at King Mongkut’s University of Technology Thonburi

1.6 Education qualification

- Ph.D. in system engineering, Brunel University, The United Kingdom
- Master’s degree in mechanical engineering, King Mongkut’s University of Technology Thonburi
- Bachelor’s degree in industrial engineering, King Mongkut’s University of Technology Thonburi
- Bachelor’s degree in economics, Finance Ramkhamhaeng University.

Records on training as a director from the Institute of Director (IOD)

1. Director certification Program: DCP 94/2007
2. Finance for non-finance-director: FND 37/2007
3. Understanding fundamental financial statement 11/2007
4. Audit committee program: ACP 39/2012
5. Monitoring the internal audit function: MIA 13/2012
6. Monitoring the system of internal control and risk management: MIR 13/2012
7. Monitoring the quality of financial report: MFR 15/2012
8. Monitoring fraud risk management: MFM 8/2012

1.7 Records of working in the last five years up to now (State the names of the company, title and year)

17.1 Present workplace 2012 – Present	Independent director and audit committee of Cho Thavee Public Company Limited.
2014 – Present	Director Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited
<u>Other listed Companies</u> -None-	
<u>Non-listed Companies</u> 1992 – Present	
	Professor, Faculty of Engineering at King Mongkut’s University of Technology Thonburi.

CV of Independent Director who is the representative proxy (Continue)

I, Mr. Chatchawan Triamvicharnkul, independent director and audit committee of Cho Thavee Public Company Limited, since 27 February 2013, would like to declare my information as follows:

1. Personal information

- | | |
|-------------------------|--|
| 1.1 ID card number | 3-1415-00133-76-4 |
| 1.2 Present nationality | Thai |
| 1.3 Birthday | 5 July 1964, 56 years old |
| 1.4 Present address | 32/98 Soi Rung Rueang,
Sam Sen Nok Sub-District,
Huai Khwang District, Bangkok 10310 |



1.5 Occupation/present workplace

- Independent director and Audit Committee
- Chairman of Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited.
 - No. of shareholding in Company –None-
 - No. of shareholding in Subsidiaries –None-
 - Conflicts in Agenda of 2021 Annual General Shareholders Meeting -None-

Other Listed Companies

- Independent Director and Audit Committee
Apex Development PLC.
- Independent Director and Audit Committee / Chairman of the Corporate Governance Committee
Star Universal Network Public Company Limited.

Non-listed Companies

- Managing Director of Smart Consulting and Services Co., Ltd.

1.6 Education Qualification

- | | |
|---|---|
| • Master’s degree in business administration, Finance | National Institute of Development Administration (NIDA) |
| • Advance Diploma (Auditing) | Chulalongkorn University |
| • Bachelor’s degree in business administration (Accounting) | Ramkhamhaeng University |
| • Certified Public Accountant (CPA) | |
| • Certified Professional Internal Audit of Thailand (CPIAT) | |
| • CFO Certification Program | Federation of Accounting Professions |
| • Diploma Tax Law | Central Tax Court |

Records on training as a director from the Institute of director (IOD)

- | | |
|-----------------------------------|----------------|
| 1. Ethical Leadership Program | (ELP) 3/2016 |
| 2. R-ACF 1/2016 By IOD | |
| 3. How to develop Risk Management | (HRM) 06/2015 |
| 4. Director Certification Program | (DCP 174/2013) |
| 5. Audit Committee Program | (ACP 2/2004) |
| 6. Director Accreditation Program | (DAP 20/2004) |

CV of Independent Director who is the representative proxy (Continue)

1.7 Records of working in the last 5 years up to now (State the names of the company, title and year)

2013 – Present Independent director and audit committee of
Cho Thavee Public Company Limited.

2014 – Present Chairman Corporate Governance, Risk Management,
Nomination and Remuneration Committees of
Cho Thavee Public Company Limited

Other Listed Companies

2017 – Present Independent Director and Audit Commit
Chairman of Corporate Governance of
Star Universal Network PLC.

2015 – Present Independent Director and Audit Committee of
Apex Development PLC.

2015 – 2015 Independent Director and Chairman of Audit Committee
of ACAP Advisory PLC.

2008 – 2015 Nomination and Compensation Committee of
ACAP Advisory PLC.

2004 – 2015 Independent Director and Audit Committee of
ACAP Advisory PLC.

Non-listed Companies

2014 – Present Managing Director
of Smart Consulting and Services Co., Ltd.

แบบหนังสือมอบฉันทะ แบบ ก.

(ปิดอากรแสตมป์ 20 บาท)

Proxy Form A.

(Duty Stamp Baht 20)

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Tambol/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)
Being a shareholder of Cho Thavee Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares, and having the right to vote equal to votes as follows:
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares, having the right to vote equal to votes,
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 2 โรงแรม ดิ ออเมอรัลด์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at 2024 Annual General Meeting of the Shareholders on April 21st, 2021 at 2.00 pm at Ballroom, the 2nd floor, The Emerald Hotel, Ratchadapisek Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or such other date, time and place if the meeting is rescheduled.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myselfourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

แบบหนังสือมอบฉันทะ แบบ ข.

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

Proxy Form B.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Forms Concerning Specific Details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Reside at Road Tambol/Khwaeng
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)
Being a shareholder of Cho Thavee Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
holding the total amount of shares, and having the right to vote equal to votes as follows:
หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
ordinary share shares, having the right to vote equal to votes,
หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint
(1)..... อายุ..... ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code , or

(2)..... อายุ..... ปี อยู่บ้านเลขที่.....
age years, resides at
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code , or

(3)..... อายุ..... ปี อยู่บ้านเลขที่.....
age years, resides at
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code

หรือ นายอาสา ประทีปเสนา กรรมการอิสระและกรรมการตรวจสอบ อายุ 60 ปี อยู่บ้านเลขที่ 314/122 หมู่ที่ 5 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพมหานคร 10140
Or Mr. Asa Pratepaser, Audit Committee and Independent Director, age 60 years old, resides at 314/122 Moo 5 Thung Khru, Bangkok 10140

หรือ นายชัชวาล เตรียมิวจารณ์กุล กรรมการอิสระและกรรมการตรวจสอบ อายุ 56 ปี อยู่บ้านเลขที่ 32/98 ซอยรุ่งเรือง แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10320
Or Mr. Chatchawan Triamvicharnkul, Audit Committee and Independent Director, age 56 years old, resides at 32/98 Soi Rung-rueng, Samsennok, Huaykwang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 2 โรงแรม ดิ ออมเมอรัลด์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
ด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at 2021 Annual General Meeting of the Shareholders on April 21, 2021 at 2.00 pm at Ballroom, the 2nd floor, The Emerald Hotel, Ratchadapisek Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or such other date, time and place if the meeting is rescheduled.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ซึ่งจัดขึ้นเมื่อวันที่ 21 ตุลาคม 2563
Agenda 1 Consideration to approve the Minutes of the Annual General Meeting ("AGM") 2020 which held on October 21, 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- รับรอง ไม่รับรอง
Acknowledge Against
- วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2562 และพิจารณาอนุมัติงบการเงินของบริษัทฯ และบริษัทย่อย สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562 และรับทราบรายงานผู้สอบบัญชี
Agenda 2 Acknowledgement of the Company's 2020 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2020 and acknowledgment of the auditor's report.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3 พิจารณาอนุมัติงดการจัดสรรกำไรสุทธิประจำปี 2563 เป็นทุนสำรองตามกฎหมาย
Agenda 3 Consideration to approve for the no allocation of net profit for the year 2020 as legal reserve.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4 พิจารณาอนุมัติงดการจ่ายปันผลประจำปี 2563
Agenda 4 Consideration to approve the dividend payment omission for the year 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ
Agenda 5 Consideration to approve of the re-election of Directors to replace those retirements by rotation.
- 5.1 นายสุเรศ ทวีแสงสกุลไทย กรรมการบริษัท เลขานุการคณะกรรมการบริษัท ประธานคณะกรรมการบริหาร กรรมการผู้จัดการใหญ่ และประธานเจ้าหน้าที่บริหาร
- 5.1 Mr. Suradech Taweesaengsakulthai Director / Boards Secretary / Chairman of Executive Committee / President and Chief Executive Officer
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.2 นายอนุสรณ์ ธรรมใจ กรรมการอิสระ และประธานกรรมการตรวจสอบ
- 5.2 Mr. Anusorn Tamajai Independent Director and Chairman of Audit Committee
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2564
Agenda 6 Consideration to approve of the 2021 remuneration of Directors.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2564
Agenda 7 Consideration to approve appointments of auditors and set auditor fees for the year 2021.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 8 พิจารณาแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 3. ให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท
Agenda 8 Consideration to approve the amendment of company's objectives and approval of the amendment of Memorandum of Association clause 3.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 Any other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ

1. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form is:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำคํอแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

The appointment of proxy by the shareholder of Cho Thavee Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 2 โรงแรม ดิ เอ็มเมอร์อัลด์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the 2021 Annual General Meeting of the Shareholders on April 21, 2021 at 2.00 pm, Ballroom, the 2nd floor, The Emerald Hotel, Ratchadapisek Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or such other date, time and place if the meeting is rescheduled.

วาระที่.....เรื่อง.....
Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....
Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....
Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....
Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Reside at Road Tambol/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphoe/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

being a shareholder of Cho Thavee Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares, and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

ordinary share shares, having the right to vote equal to votes,

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

preference share shares, having the right to vote equal to votes.

(2) ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

หรือ นายอาสา ประทีปเสน กรรมการอิสระและกรรมการตรวจสอบ อายุ 60 ปี อยู่บ้านเลขที่ 314/122 หมู่ที่ 5 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพมหานคร 10140

Or Mr. Asa Prateepaser, Audit Committee and Independent Director, age 60 years old, resides at 314/122 Moo 5 Thung Khru, Bangkok 10140

หรือ นายชัชวาล เตรีมวิจารย์กุล กรรมการอิสระและกรรมการตรวจสอบ อายุ 56 ปี อยู่บ้านเลขที่ 32/98 ซอยรุ่งเรือง แขวงสามเสนนอก เขตห้วยขวาง

กรุงเทพมหานคร 10320

Or Mr. Chatchawan Triamvicharnkul, Audit Committee and Independent Director, age 56 years old, resides at 32/98 Soi Rung-rueang, Samsennok,

Huaykwang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 2 โรงแรม ดิ เอ็มเมอร์อัล ดิ ออเรียล ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at 2021 Annual General Meeting of the Shareholders on April 21, 2021 at 2.00 pm at Ballroom, the 2nd floor, The Emerald Hotel, Ratchadapisek Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or such other date, time and place if the meeting is rescheduled.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant the total amount of shareholding and having the right to vote
- มอบฉันทะบางส่วน คือ
To grant the partial shares as follows:
- | | | |
|--|---|--------|
| <input type="checkbox"/> หุ้นสามัญ..... | หุ้น และมีสิทธิออกเสียงลงคะแนนได้..... | เสียง |
| ordinary share | shares, and having the right to vote equal to | votes, |
| <input type="checkbox"/> หุ้นบุริมสิทธิ..... | หุ้น และมีสิทธิออกเสียงลงคะแนนได้..... | เสียง |
| preference share | shares, and having the right to vote equal to | votes. |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด..... | เสียง | |
| Total amount of voting rights | votes. | |

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ซึ่งจัดขึ้นเมื่อวันที่ 21 ตุลาคม 2563
Agenda 1 Consideration to approve the Minutes of the Annual General Meeting ("AGM") 2020 which held on October 21, 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | |
|---------------------------------|------------------------------------|
| <input type="checkbox"/> รับรอง | <input type="checkbox"/> ไม่รับรอง |
| Acknowledge | Against |
- วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2563 และพิจารณาอนุมัติงบการเงินของบริษัทฯ และบริษัทย่อย สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563 และรับทราบรายงานผู้สอบบัญชี
Agenda 2 Acknowledgement of the Company's 2020 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2020 and acknowledgment of the auditor's report.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 3 พิจารณาอนุมัติงบกำไรสุทธิประจำปี 2563 เป็นทุนสำรองตามกฎหมาย
Agenda 3 Consideration to approve for the no allocation of net profit for the year 2020 as legal reserve.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 4 พิจารณาอนุมัติงดการจ่ายปันผลประจำปี 2563
Agenda 4 Consideration to approve the dividend payment omission for the year 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 Consideration to approve of the re-election of Directors to replace those retirements by rotation

- 5.1 นายสุรเดช ทวีแสงสกุลไทย กรรมการบริษัท เลขานุการคณะกรรมการบริษัท ประธานคณะกรรมการบริหาร กรรมการผู้จัดการใหญ่ และประธานเจ้าหน้าที่บริหาร
- 5.1 Mr. Suradech Taweesaengsakulthai Director / Boards Secretary / Chairman of Executive Committee / President and Chief Executive Officer

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- 5.2 นายอนุสรณ์ ธรรมใจ กรรมการอิสระ และประธานกรรมการตรวจสอบ
- 5.2 Mr. Anusorn Tamajai Independent Director and Chairman of Audit Committee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2564

Agenda 6 Consideration to approve of the 2021 remuneration of Directors.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2564

Agenda 7 Consideration to approve appointments of auditors and set auditor fees for the year 2021.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 8 พิจารณาแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 3. ให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda 8 Consideration to approve the amendment of company's objectives and approval of the amendment of Memorandum of Association clause 3.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 Any other matters (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งออกเสียง
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการดังกล่าว

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/ Signed ผู้รับมอบฉันทะ/ Proxy
 (.....)

ลงชื่อ/ Signed ผู้รับมอบฉันทะ/ Proxy
 (.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกันหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

The appointment of proxy by the shareholder of Cho Thavee Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 2 โรงแรม ดิ เอ็มเมอร์รัลด์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the 2021 Annual General Meeting of the Shareholders on April 21, 2021 at 2.00 pm at Ballroom, the 2nd floor, The Emerald Hotel, Ratchadapisek Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or such other date, time and place if the meeting is rescheduled.

วาระที่.....เรื่อง.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่.....เรื่อง.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่.....เรื่อง.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่.....เรื่อง.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

The 2020 Annual Report and/or the 2020 Sustainability Report Request Form (Printed)

To: Shareholders

The Company's 2020 Annual Report in compliant with the regulations of the Securities and Exchange Commission was prepared in bilingual online by scanning QR Code on this form or at URL cho.listedcompany.com/attachment.html?id=143876

And also, the Company has prepared the 2020 Sustainability Report online by scanning QR Code on this form or at URL cho.listedcompany.com/attachment.html?id=143872 in order that the shareholders are aware of the operation of the Sustainability Report of the Company.

In case that any Shareholders require the printed 2020 Annual Report and/or 2019 Sustainability Report containing the same information as QR Code or URL, please return the request form to the Company via the below address. The Company will send it to you upon your request.

Name..... Surname.....

Address.....Road.....Sub-District.....

District.....Province.....Postal code.....

Tel. NoE-mail.....

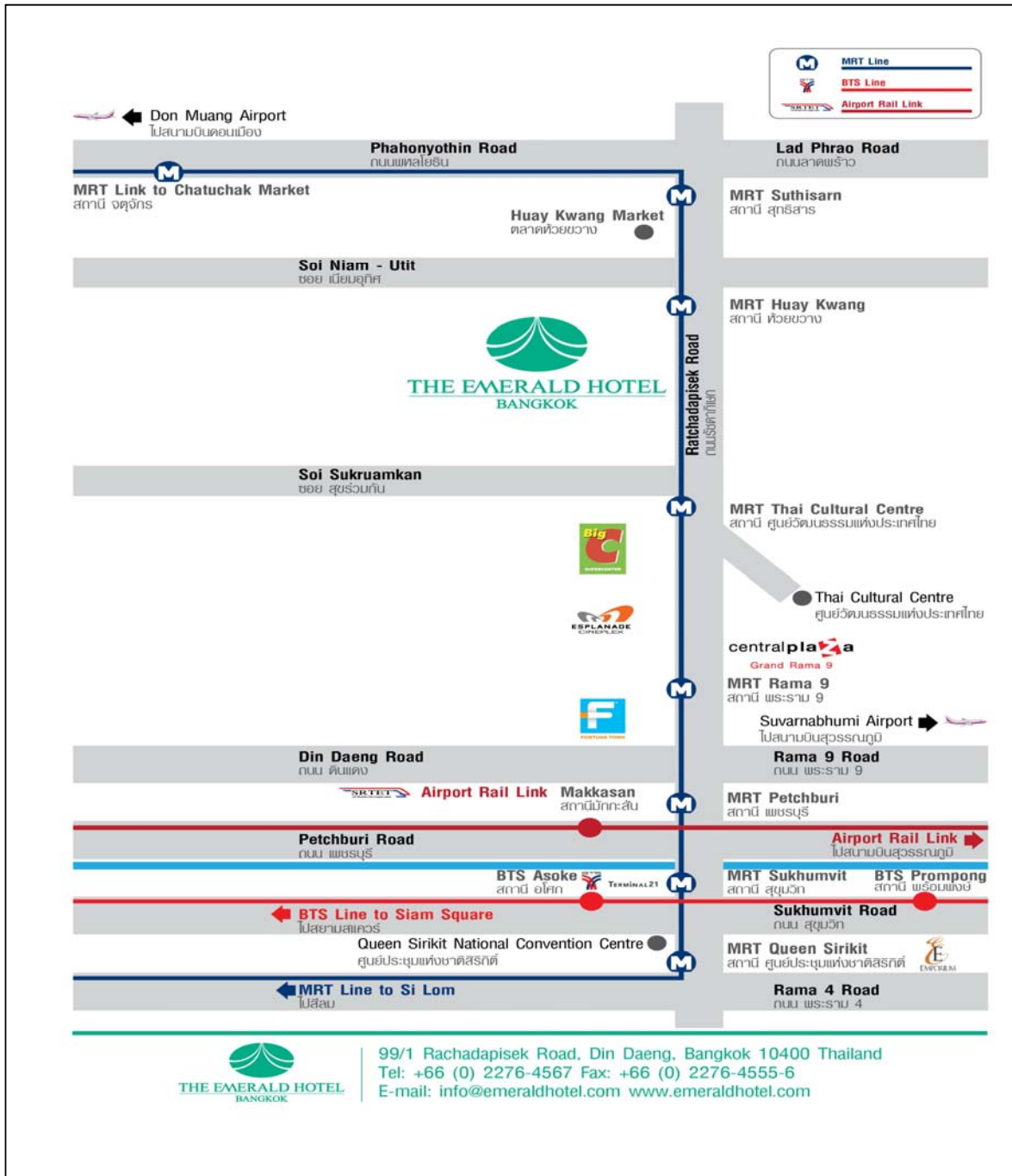
Would like to receive the printed of (please check box)

The 2020 Annual Report	The 2020 Sustainability Report
	
<input type="checkbox"/> Printed	<input type="checkbox"/> Printed
<input type="checkbox"/> Thai	<input type="checkbox"/> Thai
<input type="checkbox"/> English	<input type="checkbox"/> English

Please return the request form to the Company at:
 Fax No. 0 4304 3899, 0 2973 4385 or E-Mail: yinghathai@cho.co.th

Or contact by yourself/ or send back to our company to:
 Company Secretary
 Cho Thavee Public Company Limited
 Head Office No. 265 Moo 4, Klangmuang Road,
 Muangkhao, Muangkhonkaen, Khon Kaen 40000
 Tel No. 0 4304 3880-90 ext. 1112

Location Map for Shareholders' Meeting Venue



**** The Emerald Hotel, Bangkok